

GOODFELLOW INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Other Board Committees	
If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	<p>The Board of Directors acts as the Corporation's Corporate Governance Committee, with a view to examining measures to improve the effectiveness of the Board of Directors and to identify and manage the principal risks facing the Corporation. It also considers matters of corporate governance such as the functions and duties of the other committees of the Board of Directors and the Corporation's general relations and communications with its shareholders.</p> <p>In such capacity, the Board is responsible for reviewing the overall governance principles of the Corporation, recommending any changes to these principles, and monitoring their disclosure. The Board is responsible for the statement of corporate governance practices included in the Corporation's management proxy circular and monitors best practices among major Canadian companies to ensure the Corporation continues to uphold high standards of corporate governance.</p> <p>In such capacity, the Board is responsible for the overall governance of the Corporation. This includes developing position descriptions for the Board and the CEO. The Board reviews and approves the corporate objectives that the CEO is responsible for meeting. The Board assesses the CEO's performance against these objectives. The Board has clearly defined the limits to management's authority. The Board expects management to:</p> <ul style="list-style-type: none">➤ review the Corporation's strategies and their implementation in all key areas of the Corporation's activities;➤ carry out a comprehensive budgeting process and monitor the Corporation's financial performance against the budget; and➤ identify opportunities and risks affecting the Corporation's business and find ways of dealing with them.

Nomination of Directors	
(a) Describe the process by which the board identifies new candidates for board nomination.	The Corporation does not have a nominating committee. The Board of Directors is responsible for proposing new nominees. The Board of Directors is also responsible for the ongoing assessment of directors. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation and the ability to devote the time required, and must show support for the Corporation's mission and strategic objectives and a willingness to serve.
(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	<p>No committee responsible for the nomination and assessment of new Board members is deemed necessary. Once a year, the members of the Board establish the various Board committees and their respective makeup according to the skills, interests and availability of individual Board members, and appoint a chair for each committee.</p> <p>The independent directors evaluate Board and individual director performance. The Corporation has a small (six members) Board with four independent members. The Chairman of the Board is responsible for ensuring good Board member diversity and chemistry.</p> <p>Board members represent some 54% of the Corporation's shares.</p>