

November 7, 2013

**SHAWCOR LTD.
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

A. Authority

The Nominating and Governance Committee oversees all matters relating to the governance of the Company, and its role is to review these practices regularly, both to assess their effectiveness and to compare them with evolving practices in the field.

B. Organization

The Committee shall be comprised of three directors, all of whom should be independent, and shall be appointed annually. Committee meetings shall be held at the call of the Chair of the Board, the Committee Chair, or upon the request of two committee members, and a majority of members shall constitute a quorum.

C. Role

The Committee shall have, but not be limited to, the following role:

- a) **Director Nominees** - Proposing nominees for appointment as directors;
- b) **Director Orientation** - The orientation and education of directors;
- c) **Committee Appointments** - Proposing Board committee appointments, including Chairs;
- d) **Directors Compensation** - Reviewing periodically and recommending to the Board of Directors fees and retainers for the directors;
- e) **Board Assessment** –
 - i) Reviewing periodically the competence, skills and personal qualities required of the Board of Directors in its entirety;
 - ii) Overseeing the regular Board and directors' assessment process;
 - iii) Assessing the contribution and performance of directors on an ongoing basis; and
 - iv) Making recommendations for changes to the Board, when appropriate;

- f) **Position Descriptions** - Formulating and monitoring position descriptions for the Chair of the Board, the Vice Chair of the Board and the Chair of each committee of the Board, the Lead Director and the Chief Executive Officer;
- g) **Code of Conduct** - Monitoring the Code of Conduct policy and periodically reviewing and approving all amendments or any waivers thereto for the benefit of the Company's directors or senior officers;
- h) **Independence** - Reviewing annually the standards for determining whether a director is independent, and reporting annually to the Board on the Committee's review of the independence of each director;
- i) **Corporate Governance Disclosure** - Reviewing annually and approving the corporate governance disclosure in the Company's Annual Information Form, Management Proxy Circular and on the Company web site;
- j) **Disclosure and Insider Trading** - Reviewing periodically, and monitoring compliance with, the Company's disclosure and insider trading policies;
- k) **Privacy** - Reviewing and monitoring the Company's approach and policy with respect to privacy legislation;
- l) **Suspected Improper Conduct** - Reviewing and monitoring of follow-up of comments/concerns arising from the Company's policy for dealing with suspected improper conduct;
- m) **Reporting** - Reporting through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and matters relating to this Charter;
- n) **Retention of Consultants** – Retaining special legal, accounting, financial or other consultants as the Committee may determine to be necessary to carry out, at the Company's expense, the Committee's duties; and
- o) **Corporate Governance Review** - Periodically reviewing and reassessing the adequacy of the Board mandate, this charter and the charters of the other committees of the Board and making recommendations regarding the mandate and charters and the role, size and composition of the committees, as appropriate, to the Board.

D. General

The Committee's role is an oversight role, and nothing contained in this charter is intended to require the Committee to ensure the Company's or any other person's compliance with applicable laws or regulations.

The Committee is a committee of the Board of Directors and is not and shall not be deemed to be an agent of the Company's security holders for any purpose whatsoever. The Board of Directors may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to security holders of the Company or other liability whatsoever.