

UEX CORPORATION
CORPORATE GOVERNANCE COMMITTEE CHARTER

1. AUTHORITY

- (a) The Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) and its primary purpose is to, in consultation with the Chief Executive Officer (“CEO”), assist the Board in its oversight and implementation of corporate governance policies and procedures.
- (b) For the purposes of this Mandate, “Executive Management” means all officers of the Corporation which are so designated by the Board in consultation with the CEO.

2. STRUCTURE

- (a) The Committee shall consist of three (3) or more directors, each of whom shall be “independent” as defined in applicable securities laws, instruments and policies.
- (b) Members of the Committee and its Chair shall be appointed for one-year terms immediately following the Annual General Meeting and may serve any number of consecutive terms. Members of the Committee, including the Chair of the Committee, can be removed from the Committee during the term of the member at the discretion of the Board.
- (c) A quorum shall consist of not less than two (2) members of the Committee. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.
- (d) Meetings of the Committee may be convened by the Chair, or by any other member of the Committee.
- (e) The Committee may invite such officers or other employees of the Corporation as it may see fit to attend meetings in order to assist in the discussion of Committee business.
- (f) The Committee shall meet as often as required but not less than once each year.
- (g) **Chair of the Committee**
 - (i) The Chair is the presiding member of the Committee. The Chair is responsible for ensuring that the Committee functions effectively, and efficiently.
 - (ii) The Chair’s primary responsibility is to chair and manage the meetings of the Committee. In addition, the Chair shall:
 - (A) in consultation with Executive Management, and subject to input from other Directors, establish the agenda for the meetings of the Committee and ensure that properly prepared agenda materials are circulated to members of the Committee in sufficient time for study prior to the meeting;
 - (B) ensure that the Board and, if appropriate, the CEO are aware of concerns of the Committee;
 - (C) work closely with the Board to coordinate matters to be brought forth to Board meetings from the Committee; and

- (D) ensure that copies of minutes from the Committee meetings are circulated to the Board on a timely basis following a meeting provided that copies of any confidential minutes of the Committee will be circulated to non-management Directors only, and filed with the corporate counsel.

3. RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

- (a) The Committee, in consultation with the CEO and others as required, shall:
 - (i) develop and monitor the Corporation's overall approach to corporate governance issues;
 - (ii) advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
 - (iii) assess the independence and qualifications of the members of each committee of the Board as required by applicable law and make recommendations to the Board regarding the composition of such committees;
 - (iv) annually review with the Board the role of the Board, the mandate of the Board, the mandate of each Board committee and the position description of the Chair of the Board and the Chair of each committee, and make recommendations to the Board regarding changes to such mandates and position descriptions as the Committee deems appropriate;
 - (v) monitor compliance by Executive Management with the Corporation's Code of Corporate Ethics and Behaviour and recommend any changes to the Code to the Board, as the Committee deems appropriate; and
 - (vi) prepare recommendations to the Board regarding any reports or disclosure required or recommended on corporate governance.
- (b) The Committee, meeting independently of management, shall:
 - (i) review this Charter annually and where necessary, recommend changes to the Board;
 - (ii) assess and report annually to the Board the performance of the Committee by comparing the performance of the Committee against this Charter; and
 - (iii) before they are publicly disclosed, review the disclosure in the Corporation's public disclosure documents relating to corporate governance.
- (c) The Committee shall seek independent advice as required and compensate the independent advisor for the provision of such advice.
- (d) The Committee shall have such other powers and duties as delegated to it from time to time by the Board.