

# CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

## OPTA MINERALS INC. (the “Corporation”)

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### I. Purpose of the Committee

The Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors of the Corporation. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by:

- Developing and recommending to the Board of Directors corporate governance principles applicable to the Corporation.
- Assess the effectiveness of the Board as a whole as well as discuss the contribution of individual members
- Identify individuals qualified to become members of the Board of Directors and to recommend to the Board of Directors nominees for each annual meeting of shareholders and nominees to fill vacancies on the Board of Directors.
- Orienting new Directors
- Make recommendations to the Board of Directors on all matters relating to the compensation of directors and members of the various committees of the Board of Directors.
- Reviewing and approving and then recommending to the Board of Directors salary, bonus, and other benefits, direct or indirect, and any change control packages of the Chief Executive Officer and other members of the senior management team;
- Recommendation of compensation plans and guidelines to the Board of Directors;
- Administration of the Company’s compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by the Company from time-to-time;
- With the assistance of Management, researching and identifying trends in Board of Directors and employment compensation and benefits;
- With the assistance of Management, the establishment and periodic review of the Company’s policies in the area of management benefits and perquisites.

### II. Composition of the Committee

The Board of Directors shall designate annually the members of the Committee and a Chairman of the Committee. The Board of directors may remove a member of the Committee at any time in its sole discretion by resolution of the Board.

The Committee will be comprised of at least three directors, a majority of which shall be “independent” directors, and, as such, shall be free from any relationship that may interfere with the exercise of independent judgment as a member of the Committee. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Company (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” attached hereto. Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of contribution to the carrying out of the mandate of the Compensation Committee. The Chairman of the Committee shall be an independent director (the “**Independent Chairman**”).

In addition, a majority of the members of the Committee shall be “unrelated directors” in accordance with the proposed

*Corporate Governance Guidelines* of the Toronto Stock Exchange (the “TSX”). An “unrelated director” means a director who is independent of management and is free of any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act in the best interests of the Corporation, other than interests or relationships arising from shareholding.

Each member of the Committee, and the Committee generally, shall satisfy the applicable independence and experience requirements of: (i) the laws governing the Corporation, (ii) the TSX, and (iii) applicable securities regulatory authorities. All members should have skills and/or experience which are relevant to the mandate of the Committee.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

Meetings of the Corporate Governance and Nominating Committee shall be held from time to time as the Corporate Governance and Nominating Committee or the Chairman of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

### **III. Responsibilities of the Committee**

In carrying out its responsibilities, the Committee’s policies and procedures should remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions. The Committee should review and reassess annually the adequacy of the Committee’s charter. Responsibilities of the Committee generally include, but are not restricted to, undertaking the matters identified below.

#### **Corporate Governance Responsibilities**

The mandate of the Committee with respect to corporate governance is to assess the effectiveness of the corporate governance of the Corporation, including the mandates of the committees of the Board of Directors, director evaluation process, policies regarding size and composition of the Board of Directors and committees of the Board of Directors and the Corporation’s response to the corporate governance guidelines of the TSX (and any legislative or regulatory requirements which may replace, supersede or augment those guidelines, including proposed Multilateral Instrument 58-101 “Disclosure of Corporate Governance Practices” and proposed Multilateral Policy 58-201 “Effective Corporate Governance”) and make recommendations to the Board of Directors accordingly. Specifically, in fulfilling its responsibilities, the Committee shall:

- Develop and make recommendations to the Board of Directors with respect to a set of corporate governance principles applicable to the Corporation.
- Annually review the corporate governance principles and policies of the Corporation and, as appropriate, recommend changes to such principles and policies to the Board of Directors or management.
- Review, as appropriate, corporate governance issues, trends and proposed, new or amended regulatory requirements.
- Supervise and evaluate the Corporation’s securities compliance procedures and report to the Board of Directors on necessary or desirable changes to such procedures and on the adoption of any additional procedures.
- Annually review the charters of the Board of Directors and its committees and after consulting with the members of each respective committee, recommend to the Board of Directors such amendments to those charters as the Committee believes are necessary or desirable.
- Assist the Chairman in carrying out his responsibilities, including without limitation:
  - ensuring that the responsibilities of the Board of Directors are well understood by both the Board of Directors and management, and that the boundaries between Board of Directors and management responsibilities are clearly understood and respected;

- ensuring that the Board of Directors works as a cohesive team and providing the leadership essential to achieve this;
- ensuring that the resources available to the Board of Directors (in particular timely and relevant information) are adequate to support its work; and
- adopting procedures to ensure that the Board of Directors can conduct its work effectively and efficiently, including committee structure and composition, scheduling and management of meetings.
- Consider and, if thought fit, approve requests from directors or committees of directors for the engagement of special advisors from time to time.
- Prepare and recommend to the Board of Directors, annually, a “Statement of Corporate Governance Practices” to be included in the Corporation’s annual report or management information circular. The Statement of Corporate Governance Practices will discuss the process used by the Board of Directors and its committees to fulfill their functions as required by the corporate governance guidelines of the TSX.
- Review any shareholder proposal received by the Corporation and recommend to the Board of Directors the Corporation’s response.
- Recommend procedures to permit the Board of Directors to meet on a regular basis without management being present.

### **Compensation Responsibilities**

The mandate of the Committee with respect to compensation is to make recommendations to the Board of Directors on all matters relating to the compensation of directors, members of the various committees of the Board of Directors and officers and employees of the Corporation, in order to ensure that the Corporation is in a position to attract, motivate and retain high-caliber individuals. Specifically, in fulfilling its responsibilities, the Committee shall:

- Monitor and evaluate the performance of the Chief Executive Officer and other members of senior management.
- Annually review and make recommendations to the Board of Directors (upon the recommendation of members of senior management) with respect to the Corporation’s overall compensation and benefits philosophies and programs for employees, including base salary, bonus and incentive plans, deferred compensation and retirement plans and share purchase or issuance plans including stock options and/or restricted share rights. As part of its review process, the Committee will review peer group and other industry compensation data reported through surveys and other sources.
- Annually review and make recommendations to the Board of Directors with respect to the Corporation’s compensation and benefit programs for the Chief Executive Officer and other executive officers of the Corporation including base salaries, bonuses or other performance incentives, stock options and/or restricted share rights. In setting the Chief Executive Officer’s salary, the Committee will take into consideration salaries paid to chief executive officers in the industries in which the Corporation operates. The Chief Executive Officer’s contribution towards the Corporation’s achievement of business goals and objectives for the previous financial year will form the basis for the Committee’s recommendations concerning bonus or other performance recognition awards.
- Review and make recommendations to the Board of Directors with respect to the implementation or variation of stock option or restricted share rights plans, share purchase plans, compensation and incentive plans and retirement plans. Further, the Committee will ensure proper administration of the Corporation’s existing share incentive plan, including the granting, or making recommendations with respect to the

granting, of options or restricted share rights. The number of options granted or restricted share rights issued will give consideration to the potential contribution an individual may make to the success of the Corporation.

- Provide an annual report on executive compensation to the shareholders of the Corporation in the management information circular prepared for the annual and general meeting of the Corporation's shareholders, in accordance with applicable laws, rules and regulations.
- The Committee is responsible for reviewing and recommending to the Board the compensation of the Board of Directors including, annual retainer, meeting fees, option grants and other benefits conferred upon the Board of Directors.

### **Nomination Responsibilities**

The mandate of the Committee with respect to nomination is to make recommendations to the Board of Directors in the selection and appointment of qualified and effective directors. The Committee will provide guidance to the Board of Directors on matters relating to the appointment and replacement of directors and shall also identify and recommend to the Board the names of directors to serve as members of the Audit Committee and such other committees as may exist from time to time, including the Committee itself. Specifically, in fulfilling its responsibilities, the Committee shall:

- Establish processes for the identification of suitable nominees for appointment to the Board of Directors and committees of the Board of Directors, as additional members or to succeed existing directors.
- Make appropriate recommendations for new appointments to the Board of Directors and committees of the Board of Directors (including to fill vacancies as necessary).
- Establish processes for the review of individual directors and the Board of Directors as a whole.
- Evaluate the range of competencies of existing members of the Board of Directors and identifying the competencies required.
- Develop and maintain a plan for identifying, assessing and enhancing director competencies.
- Review the commitment of all non-executive directors to ensure that adequate time is available and directed towards the business and affairs of the Corporation.
- Provide the Corporation with all the relevant director information for disclosure in the annual report and/or management information circular of the Corporation.

### **IV. Meetings of the Committee**

The Committee will meet as often as it deems necessary or appropriate to perform its duties and to carry out its responsibilities described above in a timely manner, but not less than two times a year. Meetings may be held at any time deemed appropriate by the Committee. All such meetings shall be held pursuant to the By-Laws of the Corporation with regard to notice and waiver thereof, and written minutes of each such meeting shall be duly filed in the Corporation's records.

These meetings may be with representatives of appropriate members of management, all either individually or collectively as may be required by the Independent Chairman of the Committee.

The Independent Chairman of the Committee will report periodically to the Board of Directors.

### **V. Funding**

The Committee shall have the authority to engage and obtain advice and assistance from advisors, including independent or

outside legal counsel and shall have sole authority to retain and/or terminate a compensation consulting firm. The Committee shall have the sole authority to approve the fees and other retention terms of any such engagement, as it determines is necessary or appropriate to carry out its responsibilities. All related fees and costs of such advisors shall be paid promptly by the Corporation in accordance with its normal business practices.

### **Schedule “A” to the Charter of the Corporate Governance Committee**

The following individuals are considered to have a material relationship with the Company:

- (a) an individual who is, or has been, an employee or executive officer of the Company, unless the “prescribed period” has elapsed since the end of the service or employment;
- (b) an individual whose immediate family member is, or has been, an executive officer of the Company, unless the “prescribed period” has elapsed since the end of the service or employment;
- (c) an individual who is, or has been, an affiliated entity of, a partner of, or employed by, a current or former internal or external auditor of the Company, unless the “prescribed period” has elapsed since the person's relationship with the internal or external auditor, or the auditing relationship, has ended;
- (d) an individual whose immediate family member is, or has been, an affiliated entity of, a partner of, or employed in a professional capacity by, a current or former internal or external auditor of the Company, unless the “prescribed period” has elapsed since the person's relationship with the internal or external auditor, or the auditing relationship, has ended;
- (e) an individual who is, or has been, or whose immediate family member is or has been, an executive officer of an entity if any of the Company's current executive officers serve on the entity's compensation committee, unless the “prescribed period” has elapsed since the end of the service or employment;
- (f) an individual who receives, or whose immediate family member receives, more than \$75,000 per year in direct compensation from the Company, other than as remuneration for acting in his or her capacity as a member of the Board of Directors or any Board committee, or as a part-time chair or vice-chair of the Board or any Board committee, unless the “prescribed period” has elapsed since he or she ceased to receive more than \$75,000 per year in such compensation.

The “prescribed period” means the shorter of:

- (a) the period commencing on March 30, 2004 and ending prior to the date the determination as to the independence of the individual by the Board of Directors is made; and
- (b) the three year period ending immediately prior to the date the determination as to the independence of the individual by the Board of Directors is made.