



**COMMERCIAL COMMITTEE  
OF THE BOARD OF DIRECTORS  
MANDATE AND TERMS OF REFERENCE**

1. The mandate of the Commercial Committee (the "Committee") shall be to review and assist development with management the material commercial contracts for the Corporation having potential impact on shareholder value, and reporting back to the Board its strategies and activities.
2. In connection with its deliberations and performance of its mandate, the Committee may meet with and obtain advice from any and all persons, including directors, officers, employees and the legal, communication, accounting and investment banking advisors of the Corporation, as the Committee thinks necessary or desirable.
3. The Committee shall, unless determined by the Board, continue until the Committee determines that its function has been completed.
4. The Committee shall have the power and authority to establish rules of procedure as it considers appropriate including, without limitation, the power to fix its quorum for meetings, to elect its chairman, the appointment of a secretary for meetings which secretary may be appointed from inside or outside the Committee and to regulate its procedure and to determine when and whether its responsibilities have been performed and are at an end.
5. Recognizing the increased demands that will be placed upon the members of the Committee, the members of the Committee shall be compensated for their participation in the activities of the Committee, in reasonable amounts recommended by the Committee and approved by the Board. The Corporation shall also pay the fees and expenses incurred by the Committee and its members in discharging the function of the Committee.