

GOVERNANCE COMMITTEE CHARTER

CEMATRIX CORPORATION

Purpose

1. The purpose of the Governance Compensation Committee is to:
 - (a) maintain and enhance the Corporation's corporate governance practices;
 - (b) identify and recommend to the Board, selection criteria and qualified individuals in respect of the composition of the Board and its committees;
 - (c) assess the performance of the Board, individual members of the Board, committees and the Chair of the Board; and
 - (d) Oversee risk management activities of the Corporation.

Composition

2. The Governance Committee will be comprised of at least three members of the Board.
3. The members shall be appointed by the Board from time to time, and shall hold office until the next annual meeting, or until their successors are earlier appointed, or until they cease to be directors of the Corporation.
4. Where a vacancy occurs at any time in the membership of the Governance Committee, it may be filled by the Board on the recommendation of the Governance Committee.

Meetings

5. The Chair, or any two members of the Governance Committee, may call a meeting of the Governance Committee.
6. The Chair of the Governance Committee appointed by the Board will, in consultation with the members, determine the schedule, time and place of meetings, and in consultation with management establish the agenda for meetings.
7. A quorum for a meeting of the Governance Committee shall be a majority of members present in person or by telephone conference call.
8. If the Chair of the Governance Committee is not present at any meeting of the Governance Committee, one of the other members of the Governance Committee present at the meeting shall be chosen by the members of the Governance Committee in attendance to preside at the meeting; and
9. Notice of the time and place of every meeting shall be given in writing, by email or facsimile to each member of the Governance Committee at least 24 hours prior to the time fixed for such meeting, provided that a member may in any manner waive a notice of meeting.

Responsibilities

10. The Governance Committee is responsible to:

Corporate Governance

- (a) recommend and report to the Board on corporate governance issues, principles and guidelines for review, discussion, approval or other action by the Board;
- (b) review the Corporation's governance disclosure as may be required by relevant regulatory authorities or stock exchanges, before such disclosure is submitted to the Board: monitor best governance

practices and annually review the Corporation's governance practices with a view to maintaining high standards of corporate governance;

- (c) ensure that any issues of corporate governance identified by Board members are raised to management of the Corporation; and
- (d) review the Corporation's structures and procedures to ensure that the Board is able to and in fact is, functioning independently of management.

Board and Committees

- (a) review at least annually, the size, composition and profile of the members of the Board and identify and recommend to the Board, appropriate selection criteria for selecting new directors which relate to experience, integrity, competence, skills, knowledge, diversity and dedication;
- (b) identify and recommend, to the Board, qualified individuals for election or appointment to the Board;
- (c) consider and recommend candidates to act as Chair of the Board, for approval by the Board;
- (d) recommend members for appointment to committees of the Board taking into account the needs of the individual committees, committee and Board succession planning and opportunities and risks facing the Corporation;
- (e) review and recommend changes in the size, composition and charters of the committees of the Board;
- (f) satisfy itself that there is a satisfactory orientation program for new directors and committee members;
- (g) provide continuing education opportunities for all directors, as required;
- (h) review, from time to time, events or matters that would trigger the resignation or retirement of Board members such as age, changes in principal occupation and other relevant circumstances.
- (i) monitor the quality of the relationship between management and the Board and recommend improvements as deemed necessary;
- (j) provide oversight with respect to the processes adopted for the preparation and articulation of the Company's strategic plan;
- (k) review any surveys completed by directors dealing with the operational effectiveness of the Board; and
- (l) assess the availability, relevance and timeliness of information required by the Board.

Assessments

- (a) develop and recommend to the Board, a process for assessing the performance and operation of the board and its committees, the chair of the Board and each committee as well as individual members;
- (b) review annually the performance and contribution of individual Board members, including an evaluation of the competencies and skills of the Board as a whole should possess; and
- (c) oversee the implementation of assessment processes and report the results and findings of assessment to the Board.

Director Compensation and Shareholder Alignment

- (a) conduct an annual review of Directors' compensation for Board and Committee service taking into account such criteria as time commitment, compensation provided by comparative companies, responsibilities and recommend any changes for Board approval; and
- (b) oversee management's preparation for the Corporation's Annual general meeting.

Risk Monitoring and Policies

- (a) monitor, review with management and make recommendations related to the Corporation's programs and policies which relate to management of key risks of the Corporation.

Reporting

- 11. The Governance Committee is responsible, following each meeting, to report to the Board regarding its activities, findings, recommendations, any issues that arise with respect to the Corporation's compensation.

Governance

- 12. The Governance Committee is responsible to annually review and in its discretion make recommendations to the Board regarding changes to its Mandate.

Materials

- 13. The Governance Committee has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

Advisors

- 14. The Governance Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Compensation Committee in the discharge of its duties.

Adopted and approved by the Board: August 3, 2016