

STRONGCO CORPORATION

CORPORATE GOVERNANCE, NOMINATING, COMPENSATION AND PENSION COMMITTEE CHARTER

1. Purpose

The Corporate Governance, Nominating, Compensation and Pension Committee of the board of directors (the "**Board**") of Strongco Corporation (the "**Corporation**") shall have responsibility for:

- (a) developing and examining corporate governance practices observed within the Corporation, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation, and for making recommendations with respect to such matters to the Board;
- (b) assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors comprising the Board;
- (c) making recommendations in respect of the nomination of directors to serve on the Board;
- (d) making recommendations in respect of compensation to be paid to the directors and other compensation matters that the Corporate Governance, Nominating, Compensation and Pension Committee may be asked by the Board to address; and
- (e) examining pension governance practices observed within the Corporation and for making recommendations with respect to such matters to the Board.

2. Composition

The Corporate Governance, Nominating, Compensation and Pension Committee shall be comprised of not fewer than three directors, each of whom is an independent director. For purposes of this Charter, an "**independent**" director is one who has no direct or indirect material relationship with the Corporation. A "**material relationship**" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement.

3. Responsibilities and Duties

To fulfill its responsibilities and duties as they pertain to corporate governance matters, the Corporate Governance, Nominating, Compensation and Pension Committee shall:

- (a) review corporate governance practices in general;
- (b) examine the adequacy and effectiveness of the Board's practices in light of changing requirements and make suggestions for their improvement;
- (c) maintain an oversight of the number of directors on the Board and the composition of the Board and its committees and provide advice to the Board in this regard;

- (d) regularly assess the effectiveness of the Board, the individual directors and committees of the Board, including time commitments, conflicts of interest, continuing qualification and contribution;
- (e) regularly assess the composition and effectiveness of the committees of the Board;
- (f) develop criteria for the selection of new directors and identify individuals for election and/or appointment as directors;
- (g) oversee comprehensive orientation and education programs for new directors;
- (h) provide continuing education opportunities for all directors;
- (i) make recommendations to the Board as to the committees of the Board to be constituted from time to time, the mandate of such committees and the structure of such committees;
- (j) assess the quality and effectiveness of the Board's relationship with management;
- (k) recommend topics of interest or importance for discussion and/or action by the Board and address information requirements of the Board;
- (l) review and approve the Corporation's response to applicable corporate governance guidelines on an annual basis for inclusion in the Corporation's annual report or information circular;
- (m) assess the merits of any shareholder proposals and formulate draft responses for Board approval; and
- (n) approve, if requested, the engagement by any director of an outside legal or other adviser at the expense of the Corporation.

To fulfill its responsibilities and duties as they pertain to matters relating to the nomination of directors to serve on the Board, the Corporate Governance, Nominating, Compensation and Pension Committee shall:

- (a) consider what competencies and skills the Board, as a whole, should possess;
- (b) consider the competencies and skills of each of the existing directors of the Board;
- (c) consider the appropriate size of the Board with a view to facilitating effective decision-making by the Board;
- (d) consider the competencies and skills that each nominee director will bring to the Board; and
- (e) consider whether each nominee director can devote sufficient time and resources to his or her duties as members of the Board,

and shall provide advice and recommendations to the Board in respect of such matters.

The Corporate Governance, Nominating, Compensation and Pension Committee shall be responsible for identifying individuals qualified to become new directors and make

recommendations to the Board with respect to new director nominees. In that regard the Corporate Governance, Nominating, Compensation and Pension Committee shall review the composition of the Board and specific criteria applicable to candidates to be considered for nomination to the Board. The objective of this review will be to maintain the composition of the Board in a way which provides the best mix of skills and experience to guide the long term strategy and ongoing business operations of the Corporation. The review will also take into account the desirability of maintaining a reasonable diversity of personal characteristics among the members of the Board while maintaining common characteristics such as personal integrity, good judgment, high ethics and standards and willingness to devote necessary time to Board matters. The Corporate Governance, Nominating, Compensation and Pension Committee shall be responsible for ensuring that the shareholders of the Corporation are given an opportunity to vote on the election of nominee directors individually and not as a slate.

To fulfill its responsibilities and duties as they pertain to compensation matters, the Corporate Governance, Nominating, Compensation and Pension Committee shall:

- (a) review and approve corporate goals and objectives relevant to the Chief Executive Officer, evaluating the performance of the Chief Executive Officer in light of those corporate goals and objectives and determining (or making recommendations to the Board with respect to) the Chief Executive Officer's compensation level based on this evaluation;
- (b) making recommendations to the Board with respect to the compensation of the Corporation's other officers including, incentive-compensation plans and equity-based plans;
- (c) making recommendations to the Board with respect to the compensation of the members of the Board;
- (d) review and approval on an annual basis the evaluation process and compensation structure for the Corporation's executive officers;
- (e) review the competitiveness and appropriateness of the Corporation's policies relating to the compensation of executive officers;
- (f) participate in management's long-range planning for executive development and succession planning; and
- (g) review and approve all executive compensation disclosure of the Corporation, including the report on executive compensation required to be included in the Corporation's annual report and the Corporation's management information circular, before the Corporation publicly discloses such information.

To fulfill its responsibilities and duties as they pertain to pension governance matters, the Corporate Governance, Nominating, Compensation and Pension Committee shall:

- (a) fulfill the oversight responsibilities delegated to it by the Board in respect of pension plans sponsored by the Corporation (the "**Plans**"), and assist the Board and the Corporation in fulfilling their responsibilities relating to pension matters;

- (b) oversee the selection and performance of investment funds, investment managers, the fund holder, consultants and legal counsel in respect of the Plans;
- (c) review and approve on an annual basis the Statement of Investment Policies and Procedures in respect of the Plans;
- (d) review the investment performance of the Plans;
- (e) review compliance with regulatory filing requirements in respect of the Plans;
- (f) review the fees and expenses incurred in the Plans;
- (g) review and approve the results of the audit of the Plans; and
- (h) report to the Board on a periodic basis, and at least annually, regarding pension plan matters.

In addition, the Corporate Governance, Nominating, Compensation and Pension Committee shall:

- (a) review annually this Corporate Governance, Nominating, Compensation and Pension Committee Charter for adequacy and recommend any changes to the Board;
- (b) report to the Board on the major items covered at each Corporate Governance, Nominating, Compensation and Pension Committee meeting and make recommendations to the Board concerning these matters; and
- (c) perform any other activities consistent with this Charter, the Corporation's articles and by-laws and governing law as the Corporate Governance, Nominating, Compensation and Pension Committee or the Board deems necessary or appropriate.

4. Corporate Governance, Nominating, Compensation and Pension Committee Meetings

The Corporate Governance, Nominating, Compensation and Pension Committee will meet on a regular basis not less than twice per year, and will hold special meetings as circumstances require. The timing of the meetings, and the calling of and procedure at meetings, shall be determined by the Corporate Governance and Compensation Committee. A majority of the members of the Corporate Governance, Nominating, Compensation and Pension Committee present in person or participating by conference telephone shall constitute a quorum of the Corporate Governance and Compensation Committee.

The acts of the Corporate Governance, Nominating, Compensation and Pension Committee at a duly constituted meeting shall require no more than the vote of a majority of the members present. A resolution or other instrument in writing signed by all members of the Corporate Governance, Nominating, Compensation and Pension Committee shall constitute an act of the Corporate Governance and Compensation Committee.

The Corporate Governance, Nominating, Compensation and Pension Committee will report to the Board upon request by the Board.

5. Resources

The Corporate Governance, Nominating, Compensation and Pension Committee shall have the authority to retain independent legal, accounting and other advisors to advise it, and to set and pay the compensation for any such legal, accounting or other advisors. The Corporate Governance, Nominating, Compensation and Pension Committee may request any officer or employee of the Corporation or outside advisors to attend a meeting of the Corporate Governance, Nominating, Compensation and Pension Committee or to meet with any members of, or consultants to, the Corporate Governance, Nominating, Compensation and Pension Committee.

The Corporate Governance, Nominating, Compensation and Pension Committee shall advise the Board on the extent of funding, if any, that may be necessary for payment of compensation to any consultants retained to advise the Corporate Governance, Nominating, Compensation and Pension Committee.

Approved by the Board of Directors with effect as of July 1, 2010.

Amended by the Board of Directors on March 29, 2011.