

STRONGCO CORPORATION
CORPORATE GOVERNANCE, NOMINATING, COMPENSATION
AND PENSION COMMITTEE CHAIR
POSITION DESCRIPTION

The chairman (the "**Chair**") of the corporate governance, nominating, compensation and pension committee (the "**Committee**") of the board of directors (the "**Board**") of Strongco Corporation ("**Strongco**") has the responsibilities and specific duties described below.

APPOINTMENT AND QUALIFICATION

The Chair will be a duly elected member of the Board and appointed by the Board as Chair of the Committee for a one-year term, with such appointment being (except when a vacancy is being filled) at the first meeting of the Board following the annual meeting of shareholders.

The Chair will be independent as defined in National Instrument 58-101 of the Canadian Securities Administrators. He or she will have such competencies and skills as may be determined by the Board.

RESPONSIBILITIES

The Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in its charter.

SPECIFIC DUTIES

In addition to the Chair's responsibilities as a member of the Board, responsibilities set out in the Committee charter and specific duties assigned by the Board from time to time, the Chair will:

Leadership

1. Provide overall leadership to enhance the effectiveness of the Committee.
2. Take reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its charter, are well understood by Committee members and executed as effectively as possible.

Ethics

3. Foster effective, ethical and responsible decision-making by the Committee and its individual members.

Governance of the Committee

4. Oversee all aspects of the Committee's direction and administration in fulfilling the terms of its charter.

5. With input from the Board, oversee the structure, size, composition, membership (including independence) and activities delegated to the Committee.

Meetings of the Committee

6. Ensure that the Committee meets on a regular basis and at least twice annually and as many times as may be necessary to carry out its duties effectively.
7. Together with the Chairman of the Board, the Secretary, members of senior management and outside advisors, as appropriate, establish the agenda for each Committee meeting.
8. Chair all meetings of the Committee, including *in camera* sessions. Should the Chair not be present, the Committee members present may designate a Committee chair by majority vote of the Committee membership.
9. Ensure there is sufficient time during Committee meetings to fully discuss agenda items and facilitate discussion on all business set out in the agenda, seeking to bring matters to resolution as required.
10. Encourage Committee members to ask questions and express viewpoints during meetings.
11. Ensure that the Committee meets in separate, regularly scheduled, non-management, *in camera* sessions.
12. Ensure that the Committee meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.

Committee Reporting

13. Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
14. Ensure that Committee meeting minutes and other materials are available to any of the members of the Board upon request.

Committee/Management Relationships

15. Take reasonable steps to ensure that Committee members receive written information and are exposed to presentations from senior management to fulfill the Committee charter.
16. Facilitate effective communication between Committee members and senior management, both inside and outside of Committee meetings.
17. Have an effective working relationship with members of senior management.

Evaluation

18. Ensure that a performance evaluation of the Committee and the Chair is conducted, soliciting input from all Committee members, other members of the Board and appropriate members of senior management.

Advisors/Resources

19. Ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently.
20. Coordinate with the Committee to retain, oversee and compensate independent advisors to assist the Committee in its activities.

Other

21. Carry out any other appropriate duties and responsibilities delegated by the Board or the Committee.

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