

BADGER DAYLIGHTING LTD.

MANDATE OF THE NOMINATING AND GOVERNANCE COMMITTEE

Adoption

This Mandate of the Nominating and Governance Committee has been adopted by the Board of Directors (the “Board”) of Badger Daylighting Ltd. (the “Corporation”).

Policy Statement

1. It is the policy of the Corporation to establish and maintain a Nominating and Governance Committee (the “Committee”).
2. The Committee is charged with studying and making recommendations concerning the qualifications of all directors, selecting and recommending candidates for election and re-election to the Board and persons to fill vacancies on the Board of Directors, as well as the compensation paid to non-employee directors.
3. The Committee is also charged with reviewing and considering other matters of corporate governance, including trends and emerging expectations, as well as what may be deemed best practices. In advising the Board and management, the Committee may consider a range of governance matters, including Board structure, Board composition, Committees and criteria for Committee appointment, Board meeting policies, and the ongoing relationship between the Board and management.

Composition

1. The Committee shall consist of a minimum of three directors and may from time to time be comprised of the entire Board. The Board shall appoint the members of the Committee. The Board shall appoint one member of the Committee to be the Chair of the Committee.
2. Except for such times as when the entire Board assumes the responsibilities of the Committee, each director appointed to the Committee shall be “independent” (as such term is defined in Proposed Multilateral Policy 58-201 of the Canadian Securities Administrators entitled “Effective Corporate Governance”).
3. A director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board and or until his or her resignation.
4. The Chairman of the Board shall be an *ex officio* member of the Committee.

Meetings

1. The Committee shall convene a minimum of one time each year at such dates, times and places as may be designated or approved by the Chair of the Committee, and shall meet whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (“CEO”).
2. Notice of each meeting of the Committee shall be given to each member of the Committee and the Chairman of the Board, who shall be entitled to attend each meeting of the Committee and the CEO shall attend whenever requested to do so by a member of the Committee.
3. Notice of a meeting of the Committee shall:
 - a. be in writing;

- b. state the nature of the business to be transacted at the meeting in reasonable detail;
 - c. to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - d. be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
4. A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee (excluding the Chairman of the Board). However, it shall be the practice of the Committee to require review, and, if necessary, approval of certain important matters by all members of the Committee.
5. Any member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at the meeting.
6. In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting.
7. The members of the Committee may choose one of the persons present to be the Secretary of the meeting. Such person is not required to be a Committee member.
8. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the Secretary of the meeting. Such minutes shall be filed with the Corporate Secretary of the Corporation at the earliest opportunity after each meeting.
9. A resolution in writing, signed by all of the members of the Committee entitled to vote on that resolution at a meeting of the Committee and filed with the Corporate Secretary of the Corporation, is valid as if it had been passed at a meeting of the Committee.
10. The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
11. The Committee members shall have an "in camera" session without management at every Committee meeting.

Duties and Responsibilities

1. In discharge of its responsibilities, the Committee shall:
 - a. review the qualifications of Board members and their suitability for continued service and also undertake such review with respect to any director at any time he or she changes employment or profession, suffers a relevant deterioration in health, or undergoes any other significant alteration in circumstances which may impact Board service;
 - b. review qualifications of directors nominated to each of the Committees, including the Nominating and Corporate Governance Committee, the Audit Committee and the Human Resources and Compensation Committee, and make recommendations to the Board;

- c. maintain a Board succession plan, including size and composition. Recommend to the Board qualified candidates, including candidates for Board vacancies, to provide an appropriate balance of knowledge, experience and capability on the Board, reflecting the Board's criteria for selecting new directors, and take reasonable measures to identify qualified Board candidates and receive suggestions and nominations from shareholders concerning potential Board candidates;
 - d. review the qualifications of individual directors to meet regulatory concepts such as "independent", "non-management", "unrelated", "outside" or "financially literate" and advise the Board accordingly;
 - e. recommend to the Board the establishment, charter and membership of the various committees of the Board;
 - f. oversee the annual assessment of the performance of the Board, its committees, individual members and the Chair of the Board, and receive comments from all directors and report annually to the Board with an assessment of the performance of the Board, its committees, individual members and the Chair of the Board which assessment shall be discussed with the full Board following the end of each fiscal year;
 - g. the Committee's annual assessment of the effectiveness of the Board and its committees, shall consider preparation for and performance at meetings and overall corporate governance matters. Directors shall participate in a written peer review to assess individual directors on the attributes that contribute to an effective Board including among other things, contributions as a director, ongoing effort, business of the Corporation and responsibilities as a director. As well, the Chair shall receive peer feedback from the Directors as part of the formal review conducted by the Committee. Both reviews will be based on a formal written questionnaire completed by each director;
 - h. review annually the corporate governance principles of the Corporation, and, in connection with such review, make recommendations concerning evolving trends and best practices in corporate governance;
 - i. oversee the orientation program for new directors and, as appropriate, make recommendations concerning continuing education for existing directors.
 - j. as required, in the Committee's sole discretion, retain and terminate any corporate governance consultant to be used to assist in the evaluation of the Corporation's corporate governance policies and practices and obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to approve such consultant's or advisor's fees and other retention terms. The Committee may meet separately with such consultants and advisors;
 - k. assess annually its performance of the duties specified in this Charter and report its findings to the Board; and
 - l. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
2. In addition to the foregoing, the Committee shall undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate corporate governance policies and practices are in place and operating effectively.

Document Control Information

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