

ETRION CORPORATION
(the “Corporation”)
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
(the “Governance Committee”)
CHAIR POSITION DESCRIPTION

Appointment

1. The Chairman of the Governance Committee will be appointed, serve and be removed at the pleasure of the board of directors of the Corporation (the “Board”).
2. The Chair of the Governance Committee will be an independent director, as that term is defined in the then current laws applicable to the Corporation.

Duties of the Governance Committee Chair

3. In addition to fulfilling his or her duties as an individual director, the duties of the Governance Committee are to:
 - (a) serve as the Committee’s role model for responsible, ethical and effective decision making;
 - (b) lead the Committee in discharging all duties set out in the Committee’s Mandate and as are delegated to the authority of the Committee by the Board;
 - (c) take reasonable steps to ensure that the Governance Committee members execute their duties pursuant to their Mandate;
 - (d) manage the affairs of Governance Committee to ensure that it is organized properly and functions effectively;
 - (e) preside at, and together with the Governance Committee members and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Governance Committee;
 - (f) coordinate with management and advisors, as appropriate, to ensure that:
 - i. documents are delivered to members in sufficient time in advance of meetings for a thorough review;
 - ii. matters are properly presented for the Governance Committee’s consideration at meetings;
 - iii. members have an appropriate opportunity to discuss issues at each meeting;
 - iv. members have an appropriate opportunity to question management, employees and advisors regarding governance issues and all other matters of importance to the Governance Committee; and
 - v. members work constructively towards their recommendations to the Board;
 - (g) communicate with each member of the Governance Committee to ensure that:

- i. each member has the opportunity to be heard and participate in decision making; and
 - ii. each member is accountable to the Committee;
- (h) arrange for the preparation, accuracy and distribution of all minutes of the Governance Committee to its members and advisors, as appropriate;
- (i) ensure that the Governance Committee, following each meeting:
 - i. reports to the Board regarding its activities, findings and recommendations; and
 - ii. makes Committee information available to any director upon request; and
- (j) assist in maintaining effective working relationships between Governance Committee members, the Board, the CEO, advisors, executive officers and management.