

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

AVANTE LOGIXX INC. (the “Corporation”)

ARTICLE 1 - ROLE AND MEMBERSHIP

1.1 Role

The Corporate Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of the Corporation. Its purpose is to carry out the responsibilities delegated by the Board relating to the Corporation’s director and officer nominations process and procedures and developing and maintaining the Corporation’s corporate governance policies.

1.2 Composition

The Committee shall be comprised of at least three directors, at least one of which shall be independent. Each independent Committee member shall satisfy the independence requirements set out by Section 1.4 of National Instrument 52-110 – *Audit Committees*.

1.3 Appointment

Members of the Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he/she shall resign or be removed by the Board or he/she shall otherwise cease to be a director of the Corporation.

The members of the Committee shall be appointed by the Board based on the recommendations from the Chair of the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

If a vacancy exists on the Committee for which the Board has not appointed a replacement member, the remaining members shall exercise the Committee’s power so long as quorum exists.

1.4 Chair

The Chair of the Committee (the “Chair”) may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership. The Chair shall be responsible for the overall leaders of the Committee including:

- (a) setting an agenda for all meetings of the Committee based on consultation with members of the Committee, the Board and management, as appropriate;
- (b) chairing committee meetings and fostering dialogue among members of the Committee;
- (c) adopting procedures so that the Committee can conduct business and function effectively;
- (d) making arrangements for management, outside advisors and other individuals to attend meetings, as appropriate, in order to assist the Committee to carry out its work;
- (e) ensuring members of the Committee are familiar with their duties and obligations under this Charter;
- (f) promoting honest and ethical decision-making in all aspects of the Committee’s business;
- (g) ensuring decisions and actions taken at Committee meetings are reported to the Board; and

- (h) performing any other duties as directed by the Board.

ARTICLE 2 - DUTIES AND RESPONSIBILITIES

2.1 Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- (a) to determine the qualifications, qualities, skills and other expertise required to be a director of the Corporation and to develop and recommend to the Board for its approval criteria to be considered in selecting nominees for director (the “**Director Criteria**”);
 - (i) in developing Director Criteria the Committee should consider:
 - (A) the competencies and skills that the board as a whole should possess;
 - (B) the competencies and skills that each existing director possesses;
 - (C) the personality and other qualities of each director and how these impact boardroom dynamics; and
 - (D) the appropriate size of the board for facilitating effective decision making;
- (b) to identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria;
 - (i) the Committee may consider any director candidates recommended by the Corporation’s shareholders pursuant to the procedures set forth in the Business Corporations Act (Ontario) and the Corporation’s by-laws and described in the Corporation’s management information circular;
- (c) to make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders;
- (d) to develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Corporation, to review these principles at least once a year and to recommend any changes to the Board;
- (e) to oversee the Corporation’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Corporation’s corporate governance framework;
- (f) to review and discuss with management disclosure of the Corporation’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process and to recommend that this disclosure be included in the Corporation’s management information circular;
- (g) to develop, subject to approval by the Board, a process for an annual assessment of effectiveness of the Board and its committees and to oversee the conduct of this annual assessment;
- (h) to review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually;

- (i) if a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board;
- (j) to develop and oversee a Corporation orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary;
- (k) to develop and recommend to the Board for approval director independence standards in addition to those required by applicable securities laws and stock exchange requirements and to evaluate the independence of each director at least annually;
- (l) to develop and recommend to the Board for approval a Corporation policy for the review and approval of any transactions or agreements in which a director or executive officer has a material interest (“**Conflict Transactions**”) and review, approve and oversee any Conflict Transaction on an ongoing basis in accordance with the Corporation’s approval policy for Conflict Transactions;
- (m) to develop and recommend to the Board for approval a Code of Business Conduct and Ethics (the “**Code**”), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board;
- (n) to develop and recommend to the Board for approval a CEO or officer succession plan (the “**Succession Plan**”), to review the Succession Plan periodically, develop and evaluate potential candidates for CEO or executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan;
- (o) to review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation should be accepted in accordance with Corporation’s director majority voting policy set out in Corporation’s corporate governance guidelines or by-laws;
- (p) report to the Board on the activities of the Committee, including any decisions and actions taken by the Committee; and
- (q) perform any other activities as are consistent with the Charter, the Corporation’s by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee’s duties and responsibilities.

2.2 Outside Advisors

The Committee shall have the authority, in its sole discretion, to engage independent counsel and other advisors as it determines necessary to assist with the execution of its duties and responsibilities as set for in this Charter. The Committee shall set and pay the compensation for any advisor employed by the Committee at the cost of the Corporation without obtaining Board approval.

ARTICLE 3 - MEETINGS

3.1 Time and Location

The Committee shall meet at least three times a year at such times and places as it deems necessary to fulfill its responsibilities. A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting. Notice of every meeting shall be given to each member of the Committee. At least 48 hours’ notice of a meeting is required, unless such notice is waived or shortened with the consent of all members of the Committee.

3.2 Quorum

A quorum for decisions of the Committee shall be a majority of the Committee members, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other.

3.3 Agenda

The Chair shall, in consultation with management, establish the agenda for the meetings and instruct management to ensure that properly prepared materials are circulated to the Committee with sufficient time for study prior to the meeting.

3.4 Majority Vote

At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision.

3.5 Management

The Committee may invite such directors, officers and employees of the Corporation to its meetings as it deems appropriate to assist the Committee with the fulfilment of its duties and responsibilities. However, the Committee shall meet regularly without such members present.

3.6 Minutes

At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the “**Secretary**”). The Secretary shall circulate the minutes of meetings of the Committee to members of the Committee.

The Committee shall approve and retain minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by a quorum of the members of the Committee.

3.7 Summary of Meetings

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request of the Board.

ARTICLE 4 - DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

ARTICLE 5 – PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.