

Compensation and Nominating Committee. The Governance, Compensation and Nominating Committee is responsible for corporate governance issues. The Board meets regularly to review the business operations, corporate governance and financial results of the Corporation. A copy of the Charter of the Board is attached to this Circular as Appendix "A".

Position Descriptions

Chairman of the Board

The Chairman of the Board is Bruce Duncan. The Board has adopted a written position description for the Chairman of the Board, indicating that the Chairman is responsible for, among other things, chairing all meetings of the Board, promoting cohesiveness among the directors, promoting a thorough understanding of the duties and responsibilities of the directors, promoting the proper flow of information to the directors, acting as a liaison between the Board and management to promote open and constructive discussions between directors and management and presiding over meetings of the Corporation's Shareholders.

Chairman of the Audit Committee

Chris Reid is the Chairman of the Audit Committee. The Board has adopted a written position description for the Chairman of the Audit Committee, indicating that the Chairman of the Audit Committee is responsible for, among other things, chairing all meetings of the committee, promoting cohesiveness among members of the committee, promoting a thorough understanding of the duties and responsibilities of the committee, promoting the proper flow of information to the committee, acting as the liaison between the committee and each of the Corporation's management, the internal auditor and external auditor, promoting open and constructive discussions between members of the committee, management, the internal auditor and the external auditor and reporting to the Board on the activities of the committee.

Chairman of the Governance, Compensation and Nominating Committee

The Board has adopted a written position description for the Chairman of this committee, indicating that the Chairman of the Governance, Compensation and Nominating Committee is responsible for, among other things, chairing all committee meetings, promoting cohesiveness among members of the committee, promoting a thorough understanding of the duties and responsibilities of the committee, promoting the proper flow of information to the committee, acting as the liaison between the committee and each of the Corporation's management, compensation consultants and other outside advisors, promoting open and constructive discussions between members of the committee, management, compensation consultants and other outside advisors and reporting to the Board on the activities of the committee. Both Mr. Roth and Mr. Klue have held senior management positions with large corporations, where they were responsible for managing and administering compensation programs for senior management and employees.

Chief Executive Officer

The Board has adopted a position description for the Chief Executive Officer whose primary role is to take overall supervisory and managerial responsibility for the day-to-day operations of the Corporation's business and manage the Corporation in order to achieve the goals and objectives determined by the Board in the context of the Corporation's strategic plan. The Chief Executive Officer's position description sets forth responsibilities including, but not limited to: (i) fostering a corporate culture that promotes ethical practices and encourages individual integrity; (ii) maintaining a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels; (iii) developing a long-term strategy and vision for the Corporation that leads to the creation of Shareholder value; (iv) developing an annual operating plan and financial budget that support the Corporation's long-term strategy; (v) strategy and implementation for major mergers, acquisitions and divestitures; (vi) designing or supervising the design and implementation of effective disclosure and internal controls; (vii) formulating and overseeing the implementation of major corporate policies; (viii) serving as the chief spokesperson for the Corporation and establishing the Corporation's communications framework and strategy; and (ix) ensuring that the Corporation has an effective management team and has an active plan for its development and succession.