

SCHEDULE “B”

BOARD MANDATE AND GOVERNANCE GUIDELINES

BOARD MANDATE

The mandate of the board of directors (the “**Board**”) shall be to enhance long-term value for shareholders. Its role shall be of a supervisory nature and in the discharge of its mandate, it shall assume responsibility for broad corporate policies and for the overall effective and ethical performance of the Company.

The Board reviews, and may periodically modify, this document as appropriate to reflect the evolution of its governance practices.

The Board, directly or through its committees, assumes specific responsibility for the following functions:

(c) *Strategic Planning*

- The Board will regularly review, question and approve applicable investment strategies proposed by management and the execution of its duties and responsibilities. Management’s responsibility is to develop corporate strategic plans which take into account the opportunities and risks of the business, and to implement such plans once Board review is complete.
- The Board will monitor corporate performance against strategic plans including assessing operating results on behalf of shareholders to evaluate whether the investments are being properly managed.

(d) *Risk Assessment*

- The Board will have overall responsibility for assessing the principal risks facing the Company’s investments, reviewing options for their mitigation and overseeing the implementation of appropriate systems to manage such risks.

(e) *Communications Policy*

- The Board will approve the Company’s policies and practices with respect to disclosure of financial and other information consistent with disclosure requirements under applicable securities law.

(f) *Accounting and Financial Reporting/Disclosure Controls and Procedures and Internal Controls*

- The Board will oversee the quality and integrity of the Company’s accounting and financial reporting systems, internal controls and disclosure controls and procedures to assure the results that the controls are designed to achieve.

GOVERNANCE GUIDELINES

2. The Chair of the Board

The policy of the Board will be to select as Non-Executive Chair a director who is not an executive of the Company.

3. **Independence and Qualification of Directors**

At a minimum, a majority of the Board shall be composed of directors who must be determined to have no material relationship with the Company and who, in the reasonable opinion of the Board, must be unrelated and independent under the laws, regulations and listing requirements to which the Company is subject. The Board will monitor the mix of skills and experience of its directors in order to assure that it has the necessary tools to perform its oversight function effectively.

When a director's principal business association changes significantly, the director will tender his or her resignation for consideration by the Board of the continued appropriateness for Board service.

4. **Lead Director**

The Board shall select a Lead Director from among its independent members.

5. **Board Meetings**

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Materials that are important to the Board's understanding of the business to be conducted at a meeting shall be distributed in ample time for review beforehand. After appropriate consultations, the Chair of the Board will establish the agenda for each Board meeting. Board members shall be free to suggest items for inclusion on the agenda or to raise subjects that are not on the agenda for that meeting.

6. **Committees**

The Board will delegate certain of its functions to committees. The Company's current committee structure (Audit Committee, Corporate Governance, Compensation and Nominating Committee, and Investment Committee) is considered appropriate. However, this structure may change as the Board considers from time to time which of its responsibilities can best be fulfilled through a detailed review of matters in committee. Committees will operate according to Board-approved written mandates outlining duties and responsibilities. Task force committees may, however, be established on an ad hoc basis to deal with specific subjects. All members of committees shall meet the independence criteria set forth in applicable laws, rules or listing requirements. Committee members shall be appointed by the Board after consultation with the individual directors. Committee chairs shall be rotated periodically.

The chair of each committee, in consultation with committee members, shall determine the frequency and length of committee meetings, consistent with any requirements set forth in the committee's charter. After appropriate consultations, the chair of each committee shall develop the committee's agenda. Each committee will report on the result of each committee meeting at the next Board meeting.

7. **Director Access to Personnel**

Directors shall have full and free access to senior management and other employees of the Company. Meetings or contacts that a director wishes to initiate may be arranged through the CEO or directly by the director.

8. **Communications with Outside Parties**

If an outside party approaches a director on a matter of interest to the Company, the director should bring the matter to the attention of the Chief Executive Officer who shall determine an appropriate response.

9. **Retirement from the Board**

There shall be no prescribed retirement age for directors of the Company. The Corporate Governance, Compensation and Nominating Committee shall as part of its mandate periodically review director performance.

10. **Director Compensation**

The form and amount of director compensation will be determined by the Board. The Board shall conduct reviews of director compensation at least every two years. Directors who are not employees of the Company or any of its subsidiaries or affiliates shall not enter into any consulting arrangements with the Company.

11. **Individual Directors Engaging Outside Advisors**

Any director may, after notice to and with the consent of the Chair, retain an external advisor at the Company's expense.

12. **Orientation and Continuing Education**

New directors shall participate in an informal orientation process to become familiar with the Company and its strategic plans and businesses, significant financial matters, core values including ethics, compliance programs, corporate governance practices and other key policies and practices through a review of background materials and meetings with senior executives.

13. **Board Confidentiality**

Directors will maintain the absolute confidentiality of the deliberations and decisions of the Board and the information received at meetings.

14. **Resources and Authority of the Board**

The Board shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel or other experts as it deems appropriate.

15. **Indemnification**

The Company will provide reasonable directors' and officers' liability insurance for the directors and shall indemnify directors to the fullest extent permitted by law.