

**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**  
**CHORUS AVIATION INC.**  
**(the “Corporation”)**

**GENERAL PURPOSE**

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The governance and nominating committee (the “Committee”) has been established by the board of directors of the Corporation (the “Board”, and each member thereof, a “Director”) in order to assist the Board in its oversight of:

- (a) the process for nominating individuals for election or re-election as Directors;
- (b) the process for evaluating the effectiveness of the Board, its committees and Directors;
- (c) the Corporation’s approach to corporate governance; and
- (d) the Corporation’s response to shareholder proposals.

**COMMITTEE COMPOSITION**

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1. **Qualifications.** The Committee shall consist of three (3) or more Directors as determined by the Board (collectively, the “Members”), all of whom shall be Independent and a majority of whom shall be Canadian.
  - (a) A Member is considered to be “Independent” if (i) the Member has no direct or indirect relationship with the Corporation which, in the view of the Board, could reasonably be expected to interfere with the exercise of the Member’s independent judgment, and (ii) the Member is not an individual who is considered to have a material relationship with the Corporation under section 1.4 of *National Instrument 52-110 – Audit Committees*. Material relationships may include commercial, charitable, industrial, banking, consulting, legal, accounting or familial relationships.
  - (b) A Member is considered to be “Canadian” if he or she is a Canadian citizen or permanent resident within the meaning of subsection 2(1) of the *Immigration and Refugee Protection Act*.
2. **Appointment; Removal.** The Members shall be appointed by the Board and serve until the next annual meeting of the Corporation’s shareholders, unless they are removed by the Board, they resign or otherwise cease to serve on the Committee or the Board. Unless a Chair for the Committee is appointed by the Board, the Members may designate a Chair for the Committee by a majority vote of all the Members. The Board may fill vacancies on the Committee by appointing another Director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three (3) Directors.

## **DUTIES AND RESPONSIBILITIES**

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The Committee is directed and empowered by the Board to perform the following duties and responsibilities:

### **1. Corporate Governance.**

- (a) **Code of Ethics and Business Conduct.** Recommend to the Board, annually, approval of a code of ethics and business conduct for the Corporation and its subsidiaries (the “Code”).
- (b) **Compliance Monitoring.** Annually, (i) recommend to the Board a process for obtaining confirmations from each director and officer of the Corporation and its subsidiaries of their compliance with the Code, and (ii) review the systems and processes employed by the Corporation to identify material violations of the Code and applicable law, and to identify and manage potential conflicts of interest.
- (c) **Trading Guidelines.** Recommend to the Board, annually, approval of guidelines respecting trading in the Corporation’s securities by directors, officers and employees of the Corporation and its subsidiaries.
- (d) **Board Effectiveness.** Recommend to the Board, annually, approval of a process for assessing the effectiveness of the Board and its Directors. Oversee the assessment process approved by the Board and provide recommendations to the Board arising from the feedback obtained through this process.
- (e) **Mandate, Charters and Position Descriptions.** Recommend to the Board, annually, approval of a mandate for the Board, charters for each of the Board’s standing committees, and position descriptions for the Chairs of the Board and each of its committees and for the Chief Executive Officer.
- (f) **Corporate By-Laws.** Recommend to the Board, as required, amendments to the Corporation’s by-laws that may be necessary or advisable.
- (g) **Governance Practices and Policies.** Recommend to the Board, as required, the approval of practices and policies that are reasonably expected to enhance the effectiveness of the Board and the Corporation’s approach to corporate governance, and review those practices and policies in light of developments in the area of corporate governance.
- (h) **Shareholder Proposals.** Assess and provide a recommendation to the Board in relation to any shareholder proposals submitted to the Corporation for inclusion in the Corporation’s proxy circular.

### **2. Director Nomination and Compensation.**

- (a) **Characteristics.** Review, annually, the diversity of the Board’s membership and the skills and experience possessed by the Directors, and advise the Board in relation to any skills, experience or other characteristics that should be sought in

new candidates that may be nominated by the Board for election as Directors. In this connection, recommend to the Board, annually, approval of a diversity policy for the Board.

- (b) **Board Renewal.** Review, annually, the Board's approach to renewing its membership, and recommend to the Board any policies that may be advisable in this regard.
- (c) **Director Nominations.** Recommend to the Board (i) the individuals to be nominated for election or re-election as Directors, and (ii) in the event of unexpected vacancies on the Board, individuals for appointment as Directors to fill those vacancies.
- (d) **Subsidiary Directors.** Approve, as required, individuals for appointment as directors of any of the subsidiaries of the Corporation where such individuals are not employees of the Corporation or any of its subsidiaries.
- (e) **Compensation and Resources.** Annually review the appropriateness and adequacy of, and if appropriate recommend changes to the Board in relation to:
  - (i) the form and amount of compensation paid to Directors;
  - (ii) the orientation offered to new Directors;
  - (iii) continuing education opportunities available to Directors; and
  - (iv) professional advice available to Directors to enable them to fulfill their duties.

### 3. **Other Duties.**

Without limiting any of the duties set out above, the Committee shall:

- (a) approve, as required, the Corporation's share ownership guidelines for Directors and review, quarterly, compliance by the Directors with those guidelines;
- (b) approve the Committee's report and the disclosure of the Corporation's governance practices that are included in the Corporation's annual proxy circular; and
- (c) perform such other duties as from time to time are assigned to the Committee by the Board.