



DREAM UNLIMITED CORP.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

DEFINITIONS

In this Charter, the following terms have the meanings set out below:

“**Annual Meeting**” means the annual meeting of shareholders of the Corporation;

“**Board**” means the Board of Directors of the Corporation;

“**Board Interlock**” means when two Directors of the Corporation sit together on the board of directors of another company;

“**By-laws**” means the by-laws of the Corporation;

“**Chair**” means the chair of the Board;

“**Charter**” means this Governance and Nominating Committee Charter;

“**Committee**” means the Governance and Nominating Committee established by the Board;

“**Committee Interlock**” means when a Board Interlock exists and the relevant two Directors also sit together on a board committee of the Corporation;

“**Corporation**” means Dream Unlimited Corp.;

“**Director**” means, as of any particular time, a director holding office under and in accordance with the By-laws;

“**Independent Director**” means any Director who is independent for purposes of National Instrument 58-101 *Disclosure of Corporate Governance Practices*;

“**Person**” includes an individual, sole proprietorship, company, partnership, limited partnership, joint venture, association, trust, trustee, unincorporated organization, limited liability company, société à responsabilité limitée, or government or any agency or instrumentality thereof, or any other entity recognized by law; and

“**Subsidiary**” means, with respect to any Person, a Person who is a “subsidiary” of that first mentioned Person as that term is defined in National Instrument 45-106 *Prospectus and Registration Exemptions*.

PURPOSE

The Committee is a standing committee appointed by the Board. The Committee is responsible for overseeing and assessing the functioning of the Corporation, the Board and the committees of the Board and for developing, recommending, implementing and assessing governance principles and guidelines in respect of the Corporation. The Committee’s responsibilities also include identifying candidates for Directors, recommending that the Board select qualified Director candidates for election at the Annual Meeting and assisting the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of the directors of the Corporation.

PROCEDURES, POWERS AND DUTIES

The Committee shall have the following procedures, powers and duties:

General

1. (a) *Composition* – The Committee shall consist of at least three members, all of whom shall be Independent Directors.
- (b) *Professional Assistance* – The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Corporation’s expense, including sole authority to retain and terminate any search firm to be used to identify Director candidates and to approve any such firm’s fees and other retention terms.
- (c) *Reliance* - The Committee shall be entitled to rely, without independent verification, on the integrity of those persons and organizations within and outside the Corporation from whom the Committee receives information or advice and on the accuracy and completeness of the financial and other information provided to the Committee by or on behalf of such persons or organizations, absent actual knowledge to the contrary, which shall be reported to the Board.
- (d) *Reporting to the Board* – Following each Committee meeting, the chair of the Committee will report to the Board, on behalf of the Committee, on matters considered by the Committee and the Committee’s activities and compliance with this Charter.
- (e) *Procedure* – The Committee meetings shall be conducted as follows: (i) questions arising at any meeting shall be decided by a majority of votes cast; (ii) decisions may be taken by written consent signed by all members of the Committee; and (iii) meetings may be called by any member of the Committee upon not less than 48 hours’ notice, unless such notice requirement is waived by Committee members.

Board Composition and Director Nominations

2. The Committee shall:
 - (a) review, from time to time, the size of the Board, including any change in the number of Directors comprising the Board;
 - (b) develop and review, periodically, standards to be applied in making determinations as to the presence or absence of material relationships between the Corporation and a Director;
 - (c) annually review the competencies, skills and personal qualities required of a Director in order to add value to the Corporation, in light of:
 - (i) the opportunities and risks facing the Corporation and the Corporation’s proposed strategy; and
 - (ii) the Corporation’s corporate governance guidelines and Board policies with respect to tenure, retirement and succession of the Directors and the number of boards on which a Director may sit;
 - (d) review periodically the competencies, skills and personal qualities of each of the existing Directors, the contributions made by each of the Directors to the effective operation of the Board and review any significant change in the primary occupation of any Director; and

- (e) in light of (a), (b), (c) and (d) above, make recommendations to the Board with respect to the composition of the Board.
3. The Committee shall recruit and consider candidates for Director, including any candidates recommended by shareholders of the Corporation, having regard to the background, employment, diversity and qualifications of possible candidates. The Committee shall:
 - (a) consider whether the candidate's competencies, skills and personal qualities are aligned with the Corporation's needs and any criteria for selecting new Directors established by the Board; and
 - (b) educate the candidate regarding the demands and expectations of a Director.
 4. The Committee shall annually evaluate any Board Interlock or Committee Interlock.

Governance

5. The Committee is responsible for reviewing, at least annually, the Corporation's approach to governance issues and revising the Corporation's corporate governance guidelines. The Committee may make recommendations to the Board respecting the adoption of a Board policy limiting the number of boards on which Directors may sit and Board policies with respect to Director tenure, retirement and succession.
6. The Committee shall establish policies to enable an individual Director to engage outside advisors at the expense of the Corporation with the approval of the Committee.
7. The Committee shall assess any shareholder proposals to be included in the proxy circular prepared in connection with the Annual Meeting and make appropriate recommendations to the Board.

Insider Trading

8. The Committee shall prepare and revise as necessary a policy on insider trading in respect of the Corporation's securities. Such policy shall impose mandatory black-out periods during which Directors and senior management of the Corporation are prohibited from trading in securities of the Corporation.
9. The Committee shall periodically review management's systems and practices for ensuring that all Directors and all officers of the Corporation who are required to do so file insider reports in connection with any trade of securities of the Corporation or any derivative transaction that results in the effective disposition of the individual's economic interest in a security of the Corporation within the shortest period of time in which such reports are required to be filed.

Director Orientation and Continuing Education

10. The Committee shall oversee an orientation program to familiarize new Directors with the Corporation's activities, including the Corporation's reporting structure, strategic plans, management, external auditors and significant financial, accounting and risk issues and compliance programs and policies. The Committee shall also oversee ongoing educational opportunities for all Directors.

Director Compensation and Protection

11. The Committee shall review and recommend to the Board the terms upon which the directors of the Corporation shall be compensated (including the level and nature of such compensation). The Committee shall recommend terms for compensation of directors of the Corporation, the chair of the Board and those acting as committee chairs that adequately reflect the responsibilities they are assuming.
12. The Committee shall administer the Corporation's deferred share incentive plan in accordance with the terms of such plan and any other applicable agreements entered into by the Corporation that provide for the issuance of shares pursuant to such plan.
13. The Committee shall make recommendations respecting grants of deferred share units to directors, officers and such other employees and consultants of the Corporation, including recommendations related to who should receive grants of deferred share units and the terms of such grants, the overall level of outstanding deferred share units and changes to the Corporation's deferred share incentive plan.
14. Subject to applicable law and the by-laws of the Corporation, the Committee is responsible for overseeing all policies and practices with respect to the indemnification by the Corporation of directors and officers of the Corporation, and for approving all payments made pursuant to such policies and practices.
15. The Committee shall assess the need for an insurance policy of the Corporation for Directors and officers of the Corporation and make recommendations with respect to any such policy, including its renewal or amendment or the replacement of the insurer.

Board Evaluations

16. The Committee shall annually review and make recommendations to the Board for changes to the mandate for the Board and the position descriptions for the Chair and the lead director of the Board, if applicable.
17. The Committee shall conduct annual surveys of Directors with respect to their views on the effectiveness of the Board, the Chair, the lead director of the Board, if applicable, each committee of the Board and their respective chairs and the contribution of individual Directors.
18. The Committee shall evaluate the performance of the Chair, the lead director of the Board, if applicable, the chair of each committee and the performance and contribution of individual Directors, having regard for the position descriptions for the Chair of the Board and the Chair of each Committee, the responsibility of each Committee Chair set out in each Committee Charter, the results of annual surveys of the Directors and interviews with Directors, attendance at Board and Board committee meetings and overall contribution, competencies and skills each individual Director is expected to bring to the Board.
19. The Committee shall also annually assess the effectiveness of the Board as a whole and each committee of the Board, including this Committee and shall make recommendations to the Board.

Operations of the Board

20. The Committee shall assess the needs of the Board and make recommendations with respect to rules and guidelines governing and regulating the affairs of the Board, including:
 - (a) the frequency and location of Board and committee meetings;
 - (b) procedures for establishing meeting agendas and the conduct of meetings; and
 - (c) the availability, relevance and timeliness of discussion papers, reports and other information required by the Board.

Board Committees

21. At the first meeting of the Board following each Annual Meeting, the Committee shall recommend to the Board the allocation of Directors to each of the Board committees. Thereafter, when a vacancy occurs at any time in the membership of any Board committee, the Committee shall recommend a particular Director to the Board to fill such vacancy.
22. The Committee shall review from time to time, and at least annually, the charters of the committees of the Board and make recommendations regarding the charters to the Board and recommend timely changes in the role, size, composition and structure of Board committees.

Board Independence

23. The Committee shall monitor and assess the relationship between the Board and management, defining the limits to management's responsibilities and making such recommendations as it may deem necessary with a view to ensuring that the Board is able to function independently of management.

Reporting and Disclosure Requirements

24. The Committee shall annually prepare, review and approve the disclosure of the Corporation's governance practices to be included in the management information circular prepared in connection with the Annual Meeting and on the Corporation's website.

Other Initiatives

25. The Committee shall undertake on behalf of the Board such other governance initiatives as may be necessary or desirable to enable the Board to provide effective governance for the Corporation and contribute to the success of the Corporation.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated annually with reference to this Charter.

The Committee shall ensure that this Charter, or a summary of it that has been approved by the Committee, is disclosed in accordance with all applicable securities laws or regulatory requirements in the annual management information circular of the Corporation.