

**HAWK EXPLORATION LTD.  
CORPORATE GOVERNANCE COMMITTEE**

**TERMS OF REFERENCE**

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**I. COMPOSITION**

1. The Corporate Governance Committee (the “**Committee**”) will be composed of two directors, none of whom are full-time employees of Hawk Exploration Ltd. (the “**Corporation**”) or any of its affiliates. A quorum will be two Committee members (“**Members**”).
2. The Committee shall be appointed annually by the Board.
3. The Board of Directors of the Corporation (the “**Board**”) shall appoint one of the Members to act as Committee chairperson (the “**Chairperson**”).

**II. MEETINGS**

1. The Committee shall meet at least twice annually or otherwise as may be directed by the Board or as circumstances warrant.
2. A Member or an officer of the Corporation, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purposes of recording the minutes of each meeting.

**III. REPORTING**

1. The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes of such meeting. Where minutes have not yet been published, the Chairperson shall provide the Board with oral reports as requested.
2. All information reviewed and discussed by the Committee at any meeting shall be retained and made available for examination by the Board upon request to the Chairperson.

**IV. RESPONSIBILITIES**

1. The Committee’s primary responsibilities are twofold. First, the Committee is responsible for proposing to the full Board new nominees to the Board and for assessing directors on an ongoing basis. Second, the Committee is responsible for the Corporation’s response to and implementation of the guidelines set forth from time to time, by any applicable regulatory authorities (the “**Guidelines**”). The specific functions of the Committee in carrying out these two areas of responsibility are:

Nominating and Assessment:

- (a) to consider and recommend candidates to fill new positions on the Board created by either expansion or vacancies that occur by resignation, retirement or for any other reason;
- (b) to review candidates recommended by shareholders;

- (c) to conduct inquiries into the backgrounds and qualifications of possible candidates;
- (d) to recommend the director nominees for approval by the Board and the shareholders;
- (e) to consider questions of possible conflicts of interest of Board members;
- (f) to recommend members and Chairs of the Committees;
- (g) to review the performance of directors and the performance of the Board;
- (h) to establish director retirement policies; and
- (i) to establish and implement an orientation and education program for new members of the Board.

Corporate Governance:

- (a) to consider and review the Corporation's corporate governance principles and process and to compare the same to the Guidelines;
- (b) to propose changes to the Board necessary to respond to or comply with the Guidelines; and
- (c) to review the Corporation's disclosure of its corporate governance program and compliance with the Guidelines in the management proxy circular for each annual general meeting.