WESTON GEORGE WESTON LIMITED

Governance, Human Resource, Nominating and Compensation Committee

Committee Chair - Position Description

The Chair of the Governance, Human Resource, Nominating and Compensation Committee (the "Committee") is an elected member of the Board of Directors ("Board") and is appointed by the Board as the Committee Chair each year.

The Chair of the Committee shall be responsible for providing independent, effective leadership to the Committee in fulfilling its duties and responsibilities as set out in the Committee Mandate.

The Chair of the Committee, and where appropriate with the assistance of management, shall:

(a) lead, manage and organize the Committee in accordance with the Committee Mandate;

(b) establish the agenda for each Committee meeting to ensure that all appropriate matters are brought forward for discussion to the Committee and that appropriate members of management are available to present or address various issues, as may be necessary;

(c) chair Committee meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by Committee members and confirming that clarity regarding decisions is reached and accurately recorded;

(d) work with management to determine the information the Chair and the Committee require to discharge their responsibilities effectively and confirm that management is keeping the Chair and the Committee fully apprised at all times of all matters which are material to the Committee's responsibilities;

(e) ensure that the Committee meets as frequently as is necessary and, in conjunction with management, determine the timing of each Committee meeting;

(f) on an ongoing basis, assess whether the Committee has access to management, timely and relevant information and access to outside advisors;

(g) take all other reasonable steps to ensure that the responsibilities and duties of the Committee, as provided for in its Mandate, are well understood by the Committee and management and are executed as effectively as possible;

(h) report to the Board periodically on the Committee's activities, and review with the Board any material issues that arise; and

(i) act as "lead director" to facilitate the functioning of the Board independently of management of the Corporation and to promote high standards of corporate governance. As lead director, the Chair will preside over all *in camera* meetings of the Corporation's independent directors and be responsible for ensuring that matters raised during these meetings are reviewed with the Chairman and Chief Executive Officer and acted upon in a timely fashion. The Chair will recommend, where necessary, the holding of special meetings of the independent directors.