

AGJUNCTION INC.
(the "Corporation")

**ADMINISTRATIVE MATTERS IN RESPECT OF THE AUDIT COMMITTEE, THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE AND THE
COMPENSATION COMMITTEE OF THE CORPORATION**
(collectively, the "Committees" and individually a "Committee")

The following administrative provisions and procedures shall have application to the Committees:

- (a) each Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation;
- (b) two members of a Committee shall constitute a quorum. No business may be transacted by a Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. Meetings may occur via telephone or teleconference;
- (c) any member of a Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on a Committee by appointment from among its members. If and whenever a vacancy shall exist on a Committee, the remaining members may exercise all its powers so long as a quorum remains;
- (d) each Committee shall meet at least two times per year (a minimum of four times in respect of the Audit Committee) and/or as deemed appropriate by the Chair of the applicable Committee;
- (e) agendas shall be circulated to Committee members along with background information on a timely basis prior to Committee meetings;
- (f) any issues arising from Committee meetings that bear on the relationship between the Board and management should be communicated to the Chief Executive Officer by the Board Chair or Lead Director, as so determined by the applicable Committee;
- (g) a Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee;
- (h) the time at which and place where the meetings of a Committee shall be held and the calling of meetings and the procedure in all respects at such meetings shall be determined by the Committee Chair, unless otherwise determined by the by-laws of the Corporation or by resolution of the Board;
- (i) unless otherwise designated by the Board, the members of a Committee shall elect a Chair from among the members and the Chair shall preside at all meetings of the Committee. The Chair of the Committee shall have a second and deciding vote in the event of a tie. In the absence of the Chair at a Committee meeting, the members of the Committee shall appoint one of their members to act as Chair of such meeting. Notwithstanding the foregoing, in all circumstances the Chair must be an independent director, unrelated to the Corporation; and
- (j) minutes of each Committee will be recorded and maintained and circulated to Committee members and to directors who are not members of the Committee or otherwise made available to such persons at a subsequent meeting of the Board.