

WAJAX CORPORATION
GOVERNANCE COMMITTEE CHARTER

1. ROLE OF THE COMMITTEE

The Governance Committee of the board of directors shall have broad responsibility for developing the corporation's approach to governance issues, for developing a set of governance principles and guidelines applicable to the corporation and its subsidiaries, for monitoring governance practices, for recommending any changes with respect to such matters as governance practices evolve and for supporting and monitoring the environmental performance of the corporation.

2. MEMBERSHIP

The committee shall be comprised of three or more directors all of whom shall be independent as determined by the board of directors in conformity with the laws, regulations and listing requirements to which the corporation is subject. A quorum shall consist of two directors.

Members shall be appointed annually by the board, such appointments to take effect immediately following the annual meeting of shareholders. The board shall designate one member of the committee to act as its Chair.

3. MEETINGS

The committee shall meet as required. It may invite such members of management to its meetings as it may deem desirable or appropriate, subject to the maintenance of confidentiality where required. The committee shall produce written minutes of its meetings and shall provide the board of directors with a report of its activities and proceedings at the next regularly scheduled meeting of directors.

4. RESOURCES AND AUTHORITY OF THE COMMITTEE

The committee shall have the resources and authority to retain counsel or other outside advisors, as it determines to be necessary to permit it to carry out its duties, without seeking approval of the board or management. The committee shall have the authority to set and pay the compensation of any advisors it engages.

5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

1. To make recommendations to the board of directors from time to time as to changes that the committee believes to be desirable to the size of the board of directors of the corporation, or any committee thereof in order to facilitate effective decision-making.
2. To make recommendations to the board on director compensation and to administer and make recommendations on any material changes to the Directors' Deferred Share Unit Plan.
3. To identify individuals qualified to become new directors and recommend nominees for election as directors, taking into account the competencies, skills and personal qualities required to add value to the functioning of the board and its committees.
4. To establish an orientation for new board members and for continuing education for directors.
5. To recommend candidates for committee membership, taking into account the factors set out in the charter of the particular committee, as well as any other factors it deems appropriate.
6. To implement a process to assess the effectiveness of the board of directors of the corporation, its committees and individual directors, including a review of the effectiveness of the Chair of the Board.
7. To develop and recommend to the board a set of corporate governance principles applicable to the corporation and its subsidiaries, to review those principles at least once a year and to approve disclosure of such principles in the corporation's management information circular.
8. To review and approve the corporate governance disclosure to be included in the corporation's management information circular.
9. To receive periodic environmental reports, review the appropriateness and effectiveness of environmental practices with management, to report to the board thereon and to perform such other functions as are assigned to it to assist the board in its oversight and monitoring of environmental practices.

6. CHAIR POSITION DESCRIPTION

Responsibilities of the Chair include the following:

1. Preside as chair at all meetings of the committee.
2. Facilitate the effective operation and management of, and provide leadership to, the committee.
3. Develop the agenda for each meeting of the committee and bring forward for consideration matters within the mandate of the committee.
4. Take all reasonable steps to ensure that committee decisions are implemented.
5. Facilitate the committee's interaction with management, the board and other committees of the board.
6. Report to the board on committee activities and issues.
7. Perform such other duties and responsibilities as may be delegated to the Chair by the committee from time to time.

7. ANNUAL REVIEW

The committee will review this charter at least annually and recommend any changes to the full board of directors.