

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. PURPOSE

- 1.1 The Corporate Governance and Nominating Committee (the “**Committee**”) of Fort Technology Inc. (the “**Corporation**”) and its subsidiaries (together with the Corporation, herein after referred to as the “**Corporation Group**”) is appointed by the board of directors of the Corporation (the “**Board**”) to assist the Board in discharging its responsibilities relating to the:
- (a) development and recommendation of appropriate corporate governance guidelines for the Corporation Group;
 - (b) annual review of the performance of the Board, its committees and individual directors;
 - (c) review and oversight of the responsibilities, contractual rights of the Corporation Group and the evaluation of the performance of the Corporation Group’s senior executives;
 - (d) review and oversight of the annual regulatory filings;
 - (e) development and recommendation of criteria for selecting new Board members and identifying and considering candidates;
 - (f) recommendation of the director nominees for each annual meeting of shareholders, and membership of each committee of the Board;
 - (g) oversight of succession planning and development with respect to the Corporation Group’s senior executives;

2. REPORTS

- 2.1 The Committee shall report to the Board on a regular basis and before any public disclosure by the Corporation Group on governance matters.
- 2.2 The Committee shall prepare a report on the Corporation Group’s corporate governance practices for inclusion in the management information circular or other public disclosure documents of the Corporation Group, including a report disclosing the extent (if any) to which the Corporation Group does not comply with corporate governance guidelines of applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators or other applicable relevant corporate governance guidelines.
- 2.3 The Committee shall report to the Board annually with an assessment of the performance of the Board, its committees and individual directors. The chairperson of the Board shall also discuss the report with all members of the Board.

3. COMPOSITION

- 3.1 The members of the Committee shall be two or more Board members who are appointed (and may be replaced) by the Board. The members shall be appointed annually and the chairperson shall be determined by the Board, failing which the committee members and chairperson shall continue on the Committee. Subject to any available exemptions of the Securities and Exchange Commission, The NASDAQ Stock Market LLC (“Nasdaq”) or applicable securities laws, members of the Committee shall meet the independence requirements of any relevant regulatory authority or stock exchange on which securities of the Corporation Group are listed.
- 3.2 Any member of the Committee will abstain from voting on any matter in which he or she has, or may have, a conflict of interest. In such event, the Board or the Committee members who are not so conflicted, may appoint from the Board an interim member of the Committee for purposes of considering and/or approving such matter. Such interim member may serve only for such purpose.

4. REMUNERATION OF THE COMMITTEE MEMBERS

- 4.1 The members of the Committee and the chairperson shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

5. RESPONSIBILITIES

- 5.1 The Committee shall:
- (a) Make recommendations to the Board concerning the oversight of senior management.
 - (b) Annually review the size of the Board and the number of Board members who are independent for the purpose of applicable requirements or guidelines and Corporation Group policies regarding Board member independence, as well as within the meaning prescribed by Nasdaq and applicable securities laws.
 - (c) Annually review the adequacy and public disclosure of the corporate governance practices of the Corporation Group and recommend any proposed changes to the Board for approval.
 - (d) Annually review the practices and effectiveness of the Board (including separate meetings of non-executive Board members) to identify improvements in corporate governance practices.
 - (e) Annually review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
 - (f) Annually review the performance of the Board, its committees, Board and committee chairpersons, and individual directors and report to the Board the results of the review. The chairperson of the Board will review with each of the individual directors the results of their review.
 - (g) Annually review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to making sure that the Board is able to function independently of management.

- (h) Annually review with the Board the succession plans relating to the position of the CEO and, in consultation with the CEO, other senior positions and make recommendations to the Board with respect to the selections of individuals to occupy these positions.
- (i) Review and recommend to the Board the annual information form and the management information circular and other annual securities law filings, as applicable, prior to public disclosure by the Corporation Group.
- (j) Determine at the earliest stage possible whether any proposed transaction discussed by the Board is or can be perceived as a related party transaction and, if such is the case, review any such transaction to ensure that it is being proposed and will be carried out with fairness and with the best interest of the Corporation in mind or, alternatively, recommend that a special committee of disinterested directors be constituted to carry out the negotiations for such transaction and review and reported thereupon to the Board.

6. DIRECTOR CANDIDATES

6.1 The Committee shall:

- (a) Review annually the competencies, skills, diversity and personal qualities required of Board members, including: the objective of adding value to the Corporation Group in light of the opportunities and risks facing the Corporation Group and the Corporation Group's proposed strategies; the need to ensure the adequacy of expertise relevant to the Corporation Group's lines of business and markets; the need to ensure that, if required by applicable law or stock exchange rule, a majority of the Board is comprised of individuals who meet the independence requirements of applicable stock exchange rules and legislation.
- (b) Review annually the policies of the Board with respect to Board member tenure, retirement and succession and Board member commitments and, if appropriate, make recommendations to the Board.
- (c) Establish and oversee an appropriate orientation and education program for new Board members in order to familiarize them with the Corporation Group and its business (including the Corporation Group's reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors).
- (d) Actively seek individuals qualified (in context of the Corporation Group's needs and any formal criteria established by the Board) to become members of the Board for recommendation to the Board.
- (e) Annually review directors' and officers' insurance coverage and, from time to time, review the directors' and officers' indemnification agreement and recommend any changes to the Board.
- (f) Review and recommend to the Board the membership and allocation of Board members to the various committees of the Board, and the chairpersons thereof.

7. MEETINGS

- 7.1 The Committee shall meet at least quarterly and more frequently as circumstances require. A quorum for meetings shall be a majority of the members of the Committee present in person or by telephone or video conference. All decisions shall be decided by a majority of the members present at the meeting.
- 7.2 Minutes of meetings shall be maintained, together with copies of materials presented at meetings, and copies be made available to all Board members.
- 7.3 The Committee may request any officer or employee of the Corporation Group or the Corporation's outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The CEO may be present at meetings of the Committee.
- 7.4 The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

8. INDEPENDENT ADVICE

- 8.1 In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation Group, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

9. ANNUAL EVALUATION

- 9.1 Annually the Committee shall, in a manner it determines to be appropriate:
 - (a) Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this charter.
 - (b) Review and assess the adequacy of this charter and recommend to the Board any improvements to this charter that the Committee believes to be appropriate.