

BRIDGEWATER SYSTEMS CORPORATION

GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE CHARTER

1. Policy Statement

It is the policy of Bridgewater Systems Corporation (the “Corporation”) to establish and maintain a Governance, Nominating and Compensation Committee (the “Committee”) to assist the directors (individually a “Director” and collectively the “Board”) of the Corporation in carrying out the Board’s oversight responsibility for:

- (a) governance issues, including: (i) ensuring that the strategic direction of the Corporation is reviewed annually and that the Board and each of its committees carry out their respective functions in accordance with an appropriate process; and (ii) assessing the effectiveness of the Board as a whole, each committee of the Board, and the contribution of each individual Director;
- (b) identifying, recruiting, nominating, endorsing, recommending the appointment of, and orienting, new Directors; and
- (c) managing the Corporation’s human resources and compensation policies and processes.

The Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board, including appropriate administrative support. If determined appropriate by the Committee, it will have the discretion to investigate and conduct reviews of any matter within the scope of this Charter including the standing authority to retain experts and, with approval of the Board, special counsel.

2. Composition of Committee

- (a) The Committee shall consist of a minimum of three (3) Directors. The Board shall appoint the members of the Committee and may seek the advice and assistance of the Committee in identifying qualified candidates. The Board shall appoint one member of the Committee to be the Chairman of the Committee or may delegate such authority to appoint the Chairman of the Committee to the Committee.
- (b) Each member of the Committee must be a Director who is independent to the extent required by (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements (“Applicable Laws”). In this Charter, the term “independent” has the meaning ascribed to such term by Applicable Laws, and includes the meanings given to similar terms by Applicable Laws, including the terms “outside” and “unrelated” to the extent such terms are applicable under Applicable Laws.
- (c) A Director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

3. **Meetings of the Committee**

- (a) The Committee shall convene a minimum of once each quarter at such time and place as may be acceptable to the Chairman of the Committee and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (the “CEO”). The Committee shall have the authority to convene additional meetings to address any of its specific functions.
- (b) Notice of each meeting of the Committee shall be given to each member of the Committee, who shall each be entitled to attend each meeting of the Committee.
- (c) Notice of a meeting of the Committee shall:
 - (i) be in writing, which includes electronic communication facilities;
 - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (iii) to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
 - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. Questions arising at any duly constituted meeting of the Committee shall be decided by a majority of votes of the members present.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chairman of the Committee, the members of the Committee shall choose one of the members present to be chairman of the meeting. In addition, the members of the Committee shall choose one of the persons present to be the secretary of the meeting.
- (g) The Committee shall have such access to the personnel of the Corporation as may be required for the Committee to fulfil the mandate set forth in this Charter. The Committee shall consult in advance with and follow the recommendations of the Disclosure Committee with respect to any inquiries the Committee wishes to make pursuant to this sub-section.
- (h) Minutes shall be kept of all meetings of the Committee and shall be signed by the chairman and the secretary of the meeting.

4. **Duties and Responsibilities of the Committee**

- (a) The Committee shall report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as contemplated by this Mandate or otherwise deemed appropriate. Reports to the Board shall generally be made at the next ensuing regularly scheduled Board meeting, provided that the Committee shall promptly report any information of a time-sensitive nature to the Board between regularly scheduled Board meetings if necessary.
- (b) The Committee shall make such rules and regulations as may be necessary to carry out its responsibilities.
- (c) In addition to the matters set forth above under the heading “Policy Statement”, the duties and responsibilities of the Committee shall include the following:

Governance and Nominating

- (i) the Committee shall communicate with the Board on corporate governance matters and review and approve, as required, public or regulatory disclosure respecting the corporate governance practices of the Corporation as required by Applicable Laws;
- (ii) in the event of a vacancy occurring on the Board, however caused, the Committee shall recommend to the Board a person for appointment as a director to fill the vacancy;
- (iii) the Committee shall, based upon a consideration of his or her performance in office and any other factors considered relevant, recommend to the Board whether a Director should be nominated for election or re-election at any annual meeting of shareholders at which he or she is eligible to be elected a Director;
- (iv) notwithstanding subparagraphs (ii), (iii) and (v), the Board may direct the Committee to give consideration to other nominations or may propose, appoint, elect or nominate any person to fill any vacancy on the Board or any committee;
- (v) in the event of a vacancy occurring on a committee of the Board, however caused, the Committee shall recommend to the Board a person for appointment as a member to fill such vacancy;
- (vi) the Committee shall annually determine whether a Director is independent;
- (vii) the Committee shall make recommendations from time to time to the Board concerning such other matters, including matters related to corporate governance or Board or committee membership, as the Committee may deem appropriate or as may be referred to it from time to time by the Board;
- (viii) the Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Corporation and the market in which it operates;
- (ix) the Committee shall annually review and evaluate and make recommendations to the Board with regard to the size, composition and role of the Board and its

committees (including the type of committees to be established) and the methods and processes by which the Board fulfills its duties and responsibilities, including the methods and processes for evaluating Board effectiveness;

- (x) the Committee shall review the trading policy, disclosure policy and the code of business conduct and ethics and recommend changes and any action required to deal with any breach of either such policy or code;
- (xi) the Committee shall review the recommendations of the disclosure committee and, if considered appropriate, make such recommendations to the Board;
- (xii) with respect to Board training and development, the Committee shall:
 - A. consider and recommend training and development experiences for the Board as a whole;
 - B. consider and recommend individual training or development experiences for individual Directors based on specific identified needs;
 - C. monitor and assess the value of training programs and recommend changes; and
 - D. ensure the maintenance of records of Director participation in development activities;
- (xiii) the Committee shall review and approve, where appropriate, the engagement of outside advisors by members of the Board at the expense of the Corporation when requested to do so by a member of the Board;
- (xiv) as required, the Committee shall review the Corporation's "whistle blowing" procedure to ensure that it permits stakeholders to express any concerns regarding accounting or financial matters to an appropriately independent individual;

Compensation

- (xv) the Committee shall oversee the Corporation's compensation policies and guidelines, including:
 - A. management incentive and perquisite plans and any non-standard remuneration plans;
 - B. senior management, executive and officer compensation;
 - C. Board compensation matters; and
 - D. quarterly, semi-annual or annual variable incentive payments;
- (xvi) the Committee shall annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation

package of the CEO, all other officers of the Corporation and such other key employees of the Corporation or any subsidiary of the Corporation as may be identified by the CEO and approved by the Committee (collectively the “Designated Employees”);

- (xvii) the Committee shall annually review the performance goals and criteria for the CEO and evaluate the performance of the CEO against such goals and criteria and recommend to the Board the amount of regular and incentive compensation to be paid to the CEO;
- (xviii) the Committee shall annually review and make a recommendation to the Board regarding the CEO’s performance evaluation of Designated Employees and his recommendations with respect to the amount of regular and incentive compensation to be paid to such Designated Employees;
- (xix) the Committee shall review and make a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment;
- (xx) the Committee shall periodically review the compensation philosophy of the Corporation and make recommendations for changes to the Board as considered appropriate;
- (xxi) the Committee shall review and make recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters, to the extent applicable;
- (xxii) annually, in conjunction with the Corporation’s general and administrative budget process, the Committee shall review and make recommendations to the Board regarding compensation guidelines for the forthcoming budget period;
- (xxiii) when requested by the CEO, the Committee shall review and make recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the Board, approve awards to eligible participants;
- (xxiv) the Committee shall review and make recommendations to the Board regarding incentive stock option plans or any other long term incentive plans and, review and approve the annual option grant guidelines for each position in the Corporation;
- (xxv) the Committee shall review, in advance of granting, any stock option grants for senior level positions in the Corporation;
- (xxvi) as required, the Committee shall fulfill the obligations assigned to the Committee pursuant to any other employee benefit plans approved by the Board;
- (xxvii) the Committee shall assist in the preparation and review of compensation discussion and analysis required to be disclosed in the Corporation’s information

circular or any other compensation matter required to be publicly disclosed by the Corporation;

- (xxviii) periodically, but at least every third year, the Committee shall review and make a recommendation to the Board regarding the compensation of the Board;
 - (xxix) as required, at the Corporation's expense, the Committee shall retain independent advice in respect of compensation matters and, if deemed appropriate by the Committee, meet separately with such advisors; and
 - (xxx) the Committee shall undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.
- (d) The Committee shall have the authority to administer the Corporation's Stock Option Plan including approving grants of options to purchase securities in the capital of the Corporation to all eligible persons under the plan (other than to directors of the Corporation).
- (e) The Committee shall assess, on an annual basis, the adequacy of this Charter.

Approved by the Directors on
November 4, 2009.