

CHARTER OF THE CORPORATE GOVERNANCE, COMPENSATION AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS OF CHARTWELL TECHNOLOGY INC.

Mission Statement

The Board of Directors (the “Board”) of Chartwell Technology Inc. (the “Corporation” or “Chartwell”) has established a Corporate Governance, Compensation and Compliance Committee (the “Committee”) to assist the Board in fulfilling its obligations relating to corporate governance matters, compensation issues, identifying qualified candidates for appointment to the Board and providing evaluations of the Board, its Committees, the President and other members of senior management.

Composition

The Committee shall consist of as many members as the Board shall determine from time to time but in any event, not fewer than three members of the Board. The initial members of the Committee are Roderick A. Ferguson, Peter Kinash and Terence Shaunessy. Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a member of the Board. The Board may fill a vacancy in the Committee at any time.

Members of the Committee shall be selected based upon the following and in accordance with applicable laws, rules and regulations. A majority of the committee members shall be independent in accordance with applicable legal and regulatory requirements.

All Committee members will have a working familiarity with corporate governance practices.

Chair and Secretary

The Chair of the Committee shall be designated by the Board. The initial Chair of the Committee shall be Rod Ferguson. If the Chair is not present at a meeting of the Committee, the members of the Committee may designate an interim Chair for the meeting by majority vote of the members present. The Secretary of the Corporation shall be the Secretary of the Committee meetings, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Committee members who are present.

Meetings

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings provided that the Committee will meet at least four times in each fiscal year and at least once in every fiscal quarter. The Committee shall have the authority to convene additional meetings as circumstances require.

Notice of meetings shall be given to each member not less than five days before the time of the meeting, provided that meetings of the Committee may be held without formal notice if all of the members of the Committee are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting. Notice of meeting may be

given verbally or delivered personally, given by mail, facsimile or other electronic means of communication and need not be accompanied by an agenda or any other material. The notice shall however specify the purpose or purposes for which the meeting is being held.

Decisions or recommendations of the Committee shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all members of the Committee. A copy of the draft minutes of each meeting of the Committee and any written resolutions evidencing decisions or recommendations of the Committee shall be transmitted promptly by the Secretary to each member for adoption at the next meeting. The Committee shall report to the Board at each regularly scheduled Board meeting next succeeding any Committee meeting or the signing of any written resolution evidencing a decision or recommendation of the Committee.

A majority of the members of the Committee shall constitute a quorum.

Any matter that the Committee does not unanimously approve will be referred to the Board for consideration.

Meeting Agendas

Where possible, agendas for meetings of the Committee shall be developed by the Chair of the Committee in consultation with management and the Secretary, and shall be circulated to Committee members as far in advance of each Committee meeting as is reasonable.

Resources and Authority

The Committee shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management of the Corporation.

The Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and has direct access to and the authority to communicate directly with the internal and external auditors, the general counsel of the Corporation and other officers and employees of the Corporation.

Purpose

The Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the development and implementation of principles and systems for the management of corporate governance; (ii) human resources and compensation matters; (iii) identifying qualified candidates and recommending nominees for Director and Board Committee appointments; and, (iv) evaluations of the Board, Board Committees, all individual Directors and senior management, all with a view to ensuring the Corporation is implementing responsible corporate governance practices.

Duties

The following are the duties and responsibilities of the Committee:

Specific Duties

The Committee will:

1. Governance Leadership

- (a) Take a leadership role in developing Chartwell's approach to corporate governance.
- (b) Annually review and assess the performance of Chartwell's corporate governance systems and, in the Committee's discretion, recommend any changes to the Board for consideration.
- (c) Ensure that the Board has appropriate structures and processes in place so that it can function independently of Management.
- (d) Take all reasonable steps to ensure systems are in place to verify compliance with all regulatory, corporate governance and disclosure requirements.
- (e) To the extent feasible, satisfy itself as to the integrity of the chief executive officer (the CEO) and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.
- (f) Adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business.
- (g) Identify the principal risks of Chartwell's business, and ensure the implementation of appropriate systems to manage such risks.
- (h) Undertake succession planning (including appointing, training and monitoring senior management).
- (i) Provide appropriate measures for receiving feedback from stakeholders.
- (j) Set out the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials.

2. Compensation Matters

- (a) Set the President's annual compensation and consider, and if thought desirable and reasonable, approve other senior management annual compensation upon the recommendation of management.

- (a) Review and approve any compensation programs applicable to the senior management of the Corporation, if the Board designates such review and approval to the Committee.
- (b) Review the corporate succession and development plans for the Corporation at the executive officer level.
- (c) Consider requests from the Board to make recommendations to the Board with respect to the Corporation's incentive compensation plans, administer the Corporation's Share Option Plan, and discharge any responsibilities imposed on the Committee by any incentive compensation plans.
- (d) Review and approve any proposed severance or similar termination payments to be made to any current or former member of senior management of the Corporation.
- (e) Prepare and issue the evaluations and reports required under applicable law.
- (f) To keep abreast of current developments in executive compensation in corporations engaged in similar industries, and/or of similar size.
- (g) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Corporation's compensation programs.

3. **Policy Regarding Questionable Accounting or Auditing Matters**

- (a) Review and, in the Committee's discretion, recommend to the Audit Committee and the Board for consideration the Policy Regarding Questionable Accounting or Auditing Matters including procedures for (i) the receipt, retention, and treatment of complaints received by Chartwell regarding accounting, internal accounting and financial reporting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

4. **Code of Business Conduct and Ethics**

- (a) Review and, in the Committee's discretion, recommend to the Audit Committee and the Board for consideration the Code of Business Conduct and Ethics including procedures for addressing any reports of material breach of securities law, material breach of fiduciary duty or similar material violations.

5. **Governance Documents**

- (a) Regularly review Chartwell's Articles of Continuance and By-Laws and, in the Committee's discretion, recommend any changes to the Board for consideration.

- (b) Once or more annually, as the Committee decides, review and assess the Committee's Charter and, in the Committee's discretion, recommend any changes to the Board for consideration.
- (c) Once or more annually, as the Committee decides, review and assess Chartwell's Policy Regarding Questionable Accounting or Auditing Matters and the Code of Business Conduct and Ethics and, in the Committee's discretion, recommend any changes to either to the Audit Committee and the Board for consideration.
- (d) Prepare and then regularly review, assess and, if appropriate, revise the Annual Directors' Evaluation Questionnaire for the evaluation of: the performance of individual Directors, Board Committees and the Board measured against applicable Charters; the skills of each individual Director and the Board as a whole; the financial independence of each individual Director.
- (e) Receive regular reports from the Corporate Counsel of any minor technical amendments made to any of the corporate governance documents set out in this section.

6. Governance Disclosure

- (a) Ensure that Chartwell's governance practices are fully disclosed in its annual proxy circular.
- (b) Take all reasonable steps to ensure that Chartwell's governance documents, specifically including the Corporate Governance, Compensation and Compliance Committee Charter, Audit Committee Charter, the Code of Business Conduct and Ethics, the Policy Regarding Questionable Accounting or Auditing Matters, the annual proxy circular, and all Charters set out in this Charter, are published on Chartwell's website and are made available to any shareholder on request.

7. Evaluations

- (a) Establish and implement procedures to evaluate the performance and effectiveness of the Board, Board Committees, all individual Directors, and senior management.
- (b) Ensure annual completion and dissemination of the results of the Annual Directors' Evaluation Questionnaire for the performance and effectiveness of the Board, Board Committees and all individual Directors, including individual Director self-evaluations; individual Director independence; individual Director and overall Board Skills; individual Director financial acumen; and individual Director peer evaluations.
- (c) Oversee the evaluation of senior management.

8. **Director Nominations**

- (a) Annually review and assess the size, composition and operation of the Board to ensure effective decision-making and, in the Committee's discretion, make recommendations to the Board for consideration.
- (b) After consulting with the individual Directors, annually review and assess the size and composition of all Board Committees and, in the Committee's discretion, make recommendation to the Board for consideration.
- (c) Identify and assess new candidates for appointment or nomination to the Board, including any nominee appropriately recommended by a shareholder, considering the performance, independence, skills and financial acumen of the candidate to ensure effective governance and satisfy applicable law and, in the Committee's discretion, make recommendations to the Board for consideration.
- (d) Annually review and, in the Committee's discretion, recommend to the Board for consideration the individual Directors proposed to be nominated for election at the next annual general meeting of shareholders.
- (e) Annually review and, in the Committee's discretion, recommend to the Board for consideration those individual Directors to be designated as independent and those individual Directors to be designated as "financial experts" under applicable law.
- (f) Regularly review and assess Chartwell's policies on tenure and terms of individual Directors, Committee Chairs and, in the Committee's discretion, recommend any changes to the Board for consideration.

9. **Share Ownership Policies**

- (a) Periodically review the Corporation's policy on share ownership and share based compensation programs for directors and, in the Committee's discretion, recommend any changes to the Board for consideration.
- (b) Periodically review the policy on share ownership and share based compensation programs for executive Management and, in the Committee's discretion, recommend any changes to the Board for consideration.

10. **Director Orientation/Education**

- (a) Oversee the development and implementation of the Director orientation program including: a complete business overview; a strategic overview; an overview of Chartwell's values and operating philosophies; and, an overview of Chartwell's activities.
- (b) Oversee the development and implementation of the ongoing Director education program including: education sessions on Chartwell's business by way of

presentations and operating site visits; individual and/or group education sessions from internal personnel or external consultants on topics of importance to Directors and the Corporation; and, recommended formal educational opportunities through appropriate organizations to be made available to individual Directors and paid for by the Corporation.

11. **Committee Reporting**

- (a) Within a reasonable time following each Committee meeting, report to the Board on the activities, findings and any recommendations of the Committee.
- (b) Annually review and approve the Committee's report on Executive Compensation for inclusion in the Corporation's annual proxy circular and any other shareholder reports as required.
- (c) Conduct an annual review of senior management performance with regard to the position description, short-term and long-term corporate goals, objectives and performance based measurement indicators.

12. **Other**

- (a) Carry out any other appropriate duties and responsibilities assigned by the Board.
- (b) To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Mandate is delegated to the Secretary, who will report any amendments to the Committee at its next meeting.

13. **Limitation on the Oversight Role of the Committee**

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

In carrying out its obligations hereunder, each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives financial and other information, and the accuracy of the information provided to the Corporation by such persons or organizations.