

**POTASH RIDGE CORPORATION
CHARTER OF THE GOVERNANCE, COMPENSATION AND
NOMINATING COMMITTEE**

GENERAL

1. PURPOSE AND RESPONSIBILITIES

1.1 Purpose

The Committee's purpose is to assist Board oversight of executive and director compensation, director nomination and corporate governance, including with respect to:

- (a) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of these goals and objectives and, either as a committee or together with other independent directors, determine and approve the CEO's compensation level based on this evaluation;
- (b) recommending to the Board non-CEO compensation, incentive-based plans and equity-based plans;
- (c) approving and monitoring insider trading and share ownership policies;
- (d) identifying individuals qualified to become Board members, consistent with criteria established by the Board;
- (e) recommending that the Board select the director nominees for the next annual meeting of shareholders;
- (f) developing and recommending to the Board a set of corporate governance principles applicable to the Corporation;
- (g) overseeing the evaluation of the Board and senior management;
- (h) reviewing compensation disclosure in public documents, and producing for inclusion in the Committee's annual report on executive compensation for inclusion in the company's information (proxy) circular, in accordance with applicable rules and regulations; and
- (i) such other matters as are set out in this Charter or as may otherwise be assigned to the Committee by the Board.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Charter:

- (a) "Board" means the board of directors of the Corporation;
- (b) "CEO" means Chief Executive Officer;
- (c) "Chair" means the chair of the Committee;
- (d) "Committee" means the Governance, Compensation and Nominating Committee of the Board;
- (e) "Director" means a member of the Board;
- (f) "Corporation" means Potash Ridge Corporation;
- (g) "OBCA" means the *Business Corporations Act (Ontario)*; and
- (h) "Stock Exchanges" means, at any time, the Toronto Stock Exchange and any other stock exchange on which any securities of the Corporation are listed for trading at the applicable time.

2.2 Interpretation

The provisions of this Charter are subject to the provisions of the articles and by-laws and to the applicable provisions of the OBCA, and any other applicable legislation.

CONSTITUTION AND FUNCTIONING OF THE COMMITTEE

3. ESTABLISHMENT AND COMPOSITION OF COMMITTEE

3.1 Establishment of the Governance, Compensation and Nominating Committee

The Committee is hereby constituted with the constitution, function and responsibilities herein set forth.

3.2 Appointment and Removal of Members of the Committee

- (a) Board Appoints Members. The members of the Committee shall be appointed by the Board.
- (b) Annual Appointments. The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected, provided that if the appointment of

members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

- (c) Vacancies. The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors.
- (d) Removal of Member. Any member of the Committee may be removed from the Committee by a resolution of the Board.

3.3 Number of Members

The Committee shall consist of three or more Directors.

3.4 Qualification and Independence of Members

- (a) Qualification of Members. A Director is not required to have any specific qualifications in order to serve as a member of the Committee.
- (b) Independence of Members. Each member of the Committee shall be independent for the purposes of all applicable regulatory and Stock Exchange requirements.

4. COMMITTEE CHAIR

4.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair of the Committee from among its members).

4.2 Chair to be Appointed Annually

The designation of the Committee's Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5. COMMITTEE MEETINGS

5.1 Quorum

A quorum of the Committee shall be two members.

5.2 Secretary

The Chair shall designate from time to time a person who may, but need not, be a member of the Committee, to be Secretary of the Committee.

5.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, the Committee shall meet at least four times per year on a quarterly basis.

5.4 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

5.5 Invitees

The Committee may invite Directors, officers and employees of the Corporation or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.

6. AUTHORITY OF COMMITTEE

6.1 Retaining and Compensating Advisors

The Committee shall have the sole authority to retain and terminate any firm engaged to assist in the evaluation of director, CEO or senior executive compensation or in identifying director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms of any such firm and other advisors.

7. SUBCOMMITTEES

The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

7.1 Recommendations to the Board

The Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter.

8. REMUNERATION OF COMMITTEE MEMBERS

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

SPECIFIC DUTIES AND RESPONSIBILITIES

9. COMPENSATION MATTERS

9.1 Compensation of Chief Executive Officer

The Committee shall:

- (a) review and approve corporate goals and objectives relevant to CEO compensation;
- (b) evaluate the CEO's performance in light of those corporate goals and objectives;
- (c) either as a Committee or together with other independent directors (as directed by the Board), determine and approve the CEO's compensation level (considering all elements of the compensation package) based on this evaluation; and
- (d) in determining the long-term incentive component of the CEO's compensation, consider:
 - (i) the Corporation's performance and relative shareholder return;
 - (ii) the value of similar incentive awards to CEOs at comparable companies; and
 - (iii) the awards given to the CEO of the Corporation in past years.

9.2 Non-CEO Compensation Matters

The Committee shall make recommendations to the Board with respect to:

- (i) non-CEO compensation;
- (ii) incentive compensation plans; and
- (iii) equity-based plans.

9.3 Review of Bonuses Paid

The Committee will monitor the administration of the Corporation's executive officer incentive and other compensation related plans and shall report to the Board annually on whether incentives and bonuses awarded or paid to the CEO and each of the other executive officers have been awarded or paid in accordance with the applicable plans.

10. NOMINATION OF NEW DIRECTORS

10.1 Evaluating Competencies and Skills

The Committee shall provide recommendations to the Board with respect to the following matters:

- (a) the competencies and skills the Board, as a whole, should possess;
- (b) the competencies and skills each existing Director possesses and which the Board as a whole therefore possesses; and
- (c) the personality and other qualities of each Director, as these may ultimately determine the boardroom dynamic.

10.2 Identifying and Recommending New Nominees

The Committee shall identify the individuals qualified to become new Directors and recommend to the Board new nominees for election by shareholders or for appointment by the Board to fill any vacancy on the Board. In making its recommendations to the Board, the Committee shall consider:

- (a) any selection criteria approved by the Board from time to time, including the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- (b) the competencies and skills that the Board considers each existing Director to possess; and
- (c) the competencies and skills each new nominee would bring to the boardroom.

10.3 Exception

If the Corporation is legally required by contract or otherwise to provide third parties with the right to nominate Directors, the Committee shall have no responsibility for the selection and nomination of such Directors.

11. GOVERNANCE PRINCIPLES AND DISCLOSURE

11.1 Governance Principles

- (a) **Governance Principles.** The Committee shall develop and recommend to the Board the Corporation's approach to corporate governance, including a set of governance principles and guidelines (the "**Governance Principles**").
- (b) **Difference from Recommended Practices.** If any of the Governance Principles are different from those recommended by applicable securities regulators or

Stock Exchanges, the Committee shall advise the Board why it considers these differences to be appropriate.

- (c) Annual Review of Governance Principles. The Committee shall review the Governance Principles at least annually and recommend to the Board any changes to the Governance Principles which it considers appropriate.

11.2 Governance Disclosure

The Committee shall review and recommend to the Board for approval any disclosure relating to the Corporation's governance practices.

12. BOARD EFFECTIVENESS

12.1 Size of the Board

The Committee shall, on an annual basis, examine the size and composition of the Board and, if appropriate, recommend to the Board a program to establish a Board comprised of members who facilitate effective decision-making.

12.2 Committees of the Board

The Committee shall review the Board's committee structure on an annual basis and recommend to the Board any changes it considers necessary or desirable with respect to the committee structure, including:

- (a) the charters of each committee;
- (b) the criteria for membership on any committee;
- (c) the composition of each committee;
- (d) the appointment and removal of members from any committee;
- (e) the operations of each committee, including the ability of any committee to delegate any or all of its responsibilities to a sub-committee of that committee; and
- (f) the process by which each committee reports to the Board.

12.3 Delineating Board and Management Responsibilities

The Committee shall:

- (a) develop and recommend to the Board position descriptions for Directors, including:

- (i) the chair of each committee of the Board, and
 - (ii) the chair of the Board; and
- (b) together with the CEO develop and recommend to the Board a position description for the CEO, including overall corporate goals and objectives that the CEO is responsible for meeting, taking into consideration goals and objectives relevant to CEO compensation approved by the Committee.

12.4 Succession Planning

The Committee shall make recommendations to the Board with respect to management succession including:

- (a) policies and principles for CEO selection and performance review with respect to potential successors to the CEO; and
- (b) policies regarding succession in the event of an emergency or the retirement of the CEO.

12.5 Special Outside Advisors

The Chair shall consider and, if determined to be appropriate, approve requests from Directors or committees of Directors for the engagement of special outside advisors from time to time (in addition to any right that a Director may have to engage outside advisors under general corporate law).

13. ORIENTATION AND CONTINUING EDUCATION

13.1 Orientation

The Committee shall develop and recommend to the Board an orientation program for new Directors, which shall include assisting new Directors to understand:

- (a) the role of the Board and its committees;
- (b) the contribution individual Directors are expected to make (including the commitment of time and energy that the Corporation expects from its Directors); and
- (c) the nature and operation of the Corporation's business.

13.2 Continuing Education

The Committee shall develop and recommend to the Board a continuing education program for all Directors which shall, among other things:

- (a) assist Directors to maintain or enhance their skills and abilities as directors; and
- (b) assist Directors in ensuring that their knowledge and understanding of the Corporation's business remains current.

14. **ASSESSMENT PROCESS**

14.1 **Board, Committee and Individual Director Assessment**

The Committee shall:

- (a) develop and recommend to the Board a process for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis, such process to consider:
 - (i) the solicitation and receipt of comments from Directors, as appropriate,
 - (ii) the Board's written charter,
 - (iii) the charter of each committee of the Board,
 - (iv) the competencies and skills each individual Director is expected to bring to the Board; and
 - (v) be responsible for overseeing the execution of the assessment process approved by the Board and management.

15. **POLICIES**

15.1 **Insider Trading Policy**

The Committee shall review, approve and receive regular reports from management with respect any insider trading policy of the Corporation.

15.2 **Share Ownership Policy**

The Committee shall review, approve and receive regular reports from management with respect to any share ownership policy of the Corporation.

15.3 **Communication Policy**

The Committee shall review and recommend that the Board adopt a policy for the Corporation's communications with shareholders, the investment community, the media, governments and their agencies, employees and the general public. The Committee shall approve and receive reports as required from management with respect to the policy and the Corporation's compliance with its continuous and timely disclosure obligations thereunder.

15.4 Ethical Compliance and Legal Compliance

The Committee Shall:

- (a) subject to Board approval, establish, review and update periodically the Corporation's Code of Business Conduct and Ethics with a view to complying with all applicable rules and regulations, and ensure that management has established a system to enforce this code;
- (b) review, approve and receive reports as required from management with respect to compliance with the Corporation's Code of Business Conduct and Ethics and the review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements;
- (c) satisfy itself that management has established a system to disclose the Code of Business Conduct and Ethics, any amendments to the code and any waivers from the code granted by the Committee for the benefit of a Director or senior officer of the Corporation, as required by applicable rules and regulations and receive regular reports from management with respect to compliance with this system; and
- (d) review, approve and receive reports as required from management and the Corporation's legal counsel with respect to legal compliance matters including the Corporation's corporate securities trading policy.

16. DISCLOSURE AND REPORTING TO THE BOARD

16.1 Executive Compensation Disclosure

The Committee shall review and recommend to the Board for approval any public disclosure of information relating to the Corporation's executive compensation, including the disclosure to be included in the Corporation's information circular.

16.2 Report of the Governance, Compensation and Nominating Committee

The Committee shall prepare and recommend to the Board for approval the report of the Governance, Compensation and Nominating Committee to be included in the Corporation's information circular.

16.3 Regular Reporting

The Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the Committee and all recommendations made by the Committee at such meetings.

17. **ANNUAL PERFORMANCE EVALUATION**

On an annual basis, the Committee shall follow the process adopted by the Board for all committees of the Board for assessing the performance and effectiveness of the Committee.

18. **CHARTER REVIEW**

The Committee shall review and assess the adequacy of this Charter annually and recommend to the Board any changes it deems appropriate.

Dated: August 1, 2012