

AGF MANAGEMENT LIMITED
(the “Corporation”)

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) to review and recommend to the Board the Corporation’s approach to governance issues, to assess the effectiveness of the Board and its Committees, and to review candidates for nomination to the Board.

MEMBERS

The Board shall annually appoint the members of the Committee. The composition of the Committee shall comply with the following:

- The Committee will consist of at least two members.
- All of the members of the Committee must be a director of the Corporation.
- Each member must be independent according to applicable laws and rules, if any, of applicable stock exchanges.
- Any member may be removed and replaced at any time by the Board.

MEETINGS

The Committee shall meet at such time and place as is designated by the Chair following a request from a Committee member, management, or the Board but at least on a semi-annual basis. Notice of the time and place of the meeting shall be given in writing or telephone or other electronic means to each member of the Committee at least two business days prior to the time fixed for the meeting. A member may waive notice of a meeting at any time. To the maximum extent possible, the agenda and meeting materials will be circulated to the members in advance to ensure sufficient time for review prior to the meeting. If the Chair is absent or if the position is vacant, any member of the Committee may call a meeting. At any meeting of the Committee, a quorum shall be a majority of the members. The Corporate Secretary of the Corporation, his or her designate, or any other person the Committee requests, shall act as secretary of the Committee. The secretary of the Committee will keep regular minutes of Committee proceedings, and will circulate them to all Committee members, the Chair of the Board, and to any other director on a timely basis, when requested.

All directors who are not members of the Committee have a standing invitation to attend meetings of the Committee, but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Corporation, or such other persons as it deems appropriate to carry out its responsibilities.

The Committee can conduct all or part of any meeting in absence of management. At each regularly scheduled and each special Committee meeting, the independent directors will hold a private meeting at which non-independent directors and members of management are not present. Any member of the Committee may make a request to the Chair for a Committee meeting or any part thereof to be held without management present.

COMMITTEE RESPONSIBILITIES

The Committee is responsible for assisting the Board in discharging its responsibilities to the Corporation. The responsibility of the Committee is generally to review governance matters and make recommendations to the Board including the following:

Approach to Governance

- Review, at least annually, the Committee Charter as well as the Charters of the Board, the Audit Committee, the Compensation Committee and any other regular Committee, as may be established by the Board from time to time, and recommend to the Board the adoption of or amendments to such Charters.
- Review, at least annually, the position descriptions for the Chair of the Board, the Lead Director, and individual Board members and recommend to the Board any amendments thereto.
- Consider the size and composition of the Board to facilitate effective decision-making and make recommendations to the Board on changes to Board composition.
- Recommend to the Board the implementation of structures and procedures to ensure that the Board can function independently of management and without conflicts of interest.
- Monitor trends in corporate governance on a continuing basis and, whenever considered appropriate, make recommendations to the Board concerning the corporate governance of the Corporation.
- Conduct an annual evaluation of the independence status of each director candidate proposed for appointment and report the results of such evaluation to the Board.
- Examine and respond, if appropriate, to any report or proposal on the subject of corporate governance.

Evaluation

- Assess, at least annually, the Board, its Committees, and each individual director regarding his, her or its effectiveness and contribution. The following will be considered:
 - (a) in the case of the Board or a Board Committee, its Charter, and
 - (b) in the case of an individual director, the applicable position description(s), as well as the competencies and skills that each individual director is expected to bring to the Board.

Board Membership Criteria

- Work collaboratively with the Chair of the Board to identify and review the individuals qualified to become new Board members and recommend to the Board the new director nominees for consideration by the Corporation's common shareholders. In making its recommendation, the Committee shall consider the following:
 - (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, including the competencies in understanding business requirements and business strategies in light of the opportunities and risks facing the Corporation;
 - (b) the competencies and skills that the Board considers each existing director to possess; and
 - (c) the competencies and skills each new nominee will bring to the boardroom.
- Interview the nominee and obtain his/her consent to act as a director.
- Confirm that each interested nominee fully understands the role of a director and the contribution he or she would be expected to make if elected, including the commitment of time and energy that the Corporation expects of its directors.
- Consider diversity criteria as set out in the Board Diversity Policy.
- Assess whether the majority of the Board is independent according to applicable rules and regulations.

Nomination for Re-Election of Directors

- Annually review the credentials of nominees for re-election considering:
 - (a) their continuing qualification under applicable rules and regulations;
 - (b) the continuing independence status of independent directors under applicable rules and regulations;
 - (c) their continuing compliance with the conflict of interest guidelines in the AGF Code of Business Conduct and Ethics;
 - (d) the continuing validity of the credentials underlying the appointment of each director; and
 - (e) an evaluation of the effectiveness of the Board.

Board Committee Composition

- Annually review the competencies and skills required for each Board Committee and recommend to the Board the composition of the Committees.

Education of Directors

- Monitor the orientation given to new directors in respect of both the Corporation and their responsibilities and duties as directors of the Corporation.

- Monitor the ongoing continuing education program for directors.

Communications

- Review the Corporation's disclosure policy, including the standards for communicating with shareholders and analysts.
- Monitor the process for receiving communication from stakeholders.

Review of Code of Business Conduct and Ethics

- Annually review the Corporation's Code of Business Conduct and Ethics and the Corporation's Code of Business Conduct Compliance report.
- Grant any waiver of the Corporation's Code of Business Conduct and Ethics to executive officers and Directors as the Committee may in its sole discretion deem appropriate and arrange for any such waiver to be promptly disclosed to the shareholders in accordance with applicable laws, rules, and regulations.

Annual Review and Assessment

- Review and assess Committee performance, including a review of its compliance with this Charter.
- Review and assess the adequacy of this Charter taking into account all applicable legislative and regulatory requirements.

COMMITTEE DISCLOSURE

The Committee shall review and approve any Nominating and Corporate Governance Committee disclosure required by securities regulators in the Corporation's disclosure documents.

REPORTING

The Chair of the Committee, or another designated member, shall:

- Report to the Board at each regular meeting on those matters that were dealt with by the Committee since the last regular meeting of the Board.
- Report annually to the Board regarding the Committee's performance in relation to its Charter.

ACCESS AND AUTHORITY

In order to perform its duties, the Committee shall have access to relevant books and records of the Corporation and be able to discuss such matters arising with senior officers of the Corporation.

The Committee may call a meeting of the directors of the Corporation to consider any material matter of concern to the Committee.

- The Committee has the authority:
 - a) To engage independent counsel and other advisors as it determines necessary to carry out its duties; and
 - b) To set the terms of engagement including the compensation for any advisors employed by the Committee.

ACCESS TO OFFICERS AND EMPLOYEES

In discharging its duties and responsibilities in connection with any meeting of the Committee, the Committee shall have access to the employees and management of the Corporation or its affiliates and may invite officers, directors, or any other person to attend meetings of the Committee, to assist in the discussion and examination of the matters being considered by the Committee. The Committee will coordinate these efforts with the Chairman and Chief Executive Officer of the Corporation.

This Charter is intended to assist the Board in fulfilling its responsibilities; however, nothing in this Charter is intended to expand applicable standards of liability under statutory and regulatory requirements for the directors of the Corporation or members of the Committee.

(Approved by the Board on November 17, 2016)