

SCHEDULE C
GATEKEEPER SYSTEMS INC.
(the "Company")

NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

Purpose:

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to assist the board in fulfilling its oversight responsibilities by:

- Addressing board succession issues by identifying individuals qualified to become members of the Company's Board of Directors, consistent with criteria approved by the Board and recommending to the Board director and committee member candidates;
- developing and recommending to the Board corporate governance guidelines, principles and policies applicable to the Company, and making recommendations to the Board with respect to corporate governance practices.

Composition & Organization:

Independence

The Committee shall be composed of two or more directors, as determined by the Board, the majority of whom shall satisfy the laws governing the Company and the independence requirements of applicable securities law, stock exchange and any other regulatory requirements.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

All members shall have a working familiarity with corporate governance practices. A majority of the members shall constitute a quorum and shall be empowered to act on behalf of the committee. The committee may form and delegate authority to subcommittees when appropriate.

Authority and Responsibilities:

The Committee shall have the following authority and responsibilities, in addition to any responsibilities assigned to the Committee from time to time by the Board.

- monitor compliance with the Company's corporate governance principles, policies and guidelines;
- oversee the evaluation of the Board;
- facilitate and encourage director orientation and continuing education;

- review and recommend to the Board annual Board compensation; and
- review and recommend for the Board's approval annual Director and Officer insurance policies.

Director Selection

- Review and recommend for Board consideration director candidates for election (at the Company's annual meeting of shareholders and, as the need arises, to fill any Board vacancies), based on the Director Selection Guidelines outlined in Exhibit A to this Charter
- Consider and advise the Board with regard to unsolicited nominations of director candidates.
- Periodically review and recommend to the Board appropriate revisions to the Director Selection Guidelines outlined in Exhibit A to this Charter.
- Determine procedures for the nomination, review, approval and recommendation of director candidates, as appropriate.

Board and Board Performance

- Periodically review the size and overall composition of the Board and recommend to the Board any changes to ensure the Board is of a size and composition that facilitates effective decision making.
- Periodically review the appropriateness of any restrictions on Board service, such as any term limits and any retirement policy.
- Oversee the evaluation of the Board, and establish, coordinate and review with the Board the criteria and method for evaluating Board effectiveness.
- Ensure there is a method of communications between employees, shareholders and other interested parties and the non-management directors.
- Recommend the frequency of regular meetings of non-management directors and develop the format for such meetings.
- Develop and recommend to the Board procedures for the Board's review of the chair of the Board, and for communicating such review to, the Chair of the Board.
- Establish and coordinate with each committee Chair the criteria and method for evaluating the effectiveness of such committee.

Board Orientation and Continuing Education

- Recommend and monitor induction and orientation programs for new directors.
- Facilitate and encourage continuing education programs for directors.

Board Leadership

- Develop and recommend to the Board procedures for selection of the Chair of the Board.
- Periodically review Board members' personal plans that may impact issues of Board or Committee composition, and take any required action to plan for succession issues (e.g., for Committee or Board Chairs).

Board Committee Matters

- Recommend to the Board, as appropriate, the number, type, functions, structure and independence of Board committees.
- Annually (or as the need arises to fill any vacancies) recommend to the Board director membership on Board committees and advise the Board and the committees about the selection of committee Chairs (the Committee may consider rotation of Chairs and committee members when making its recommendations).

Board Compensation

- Annually review and recommend to the Board the structure and amount of Board member and Board Chair compensation.

Annual Corporate Governance Report

- Annually review and suggest appropriate revisions to the Company's Report on Corporate Governance for inclusion in the Information Circular for the Company's Annual Meeting of Shareholders.

Governance Policies

- Develop, review and recommend to the Board appropriate revisions to the Company's Corporate Governance Guidelines pursuant to, and to the extent required by, regulations and listing standards applicable to the Company from time to time.
- Monitor compliance with and the effectiveness of the Corporate Governance Guidelines.
- Develop, review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance, and monitor compliance with and the effectiveness of such principles and policies, as appropriate.

Independence from Management

- Ensure that the Board has appropriate structures and procedures so that the Board can function with the proper degree of independence from management.
- Provide a forum without management present to receive expressions of concern, including any concerns regarding the independence of the Board from management.

Director & Officer Insurance

- Review, on an annual basis or as necessary, the Company's directors and officers insurance policies, including the adequacy and type of the coverage.
- On behalf of the Board, consider appropriate revisions to the Company's directors and officers insurance policies, and recommend to the Board the amount, type and cost of coverage to be obtained.

Reports

- Regularly report to the Board on significant matters arising from the Committee's activities, and annually regarding the Committee's assessment of the Board's and management's performance.

Meetings:

The Committee shall meet as often as necessary and as appropriate for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

Evaluation:

The Committee shall review and reassess this Charter as necessary and, if appropriate, propose changes to the Board.

Authority:

The Committee shall have the sole authority to engage and terminate any search firm that is used to identify director candidates, including the sole authority to approve fees and other retention terms. The Committee also shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board (including in the Corporate Governance Guidelines).

The Committee may obtain advice and assistance from outside legal, accounting and other advisors as the Committee deems necessary to carry out its duties, and shall have the authority to select, retain and compensate these advisors without seeking Board approval.

EXHIBIT A

Director Selection Guidelines

The Charter of the Nominating and Corporate Governance Committee (the "Committee") of the Board requires the Committee to periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. The following guidelines have been adopted by the Board upon the recommendation of the Committee.

Director Qualifications:

When considering potential director candidates for nomination or election, directors should consider the following qualifications, among others, of each director candidate:

- High standard of personal and professional ethics, integrity and values;
- Training, experience and ability at making and overseeing policy in business, government or education sectors;
- Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;
- Willingness and ability to devote the required time and effort to fulfill effectively the duties and responsibilities related to Board and committee membership, including consideration of, among other factors, employment demands and other board and committee service;
- Willingness and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Company's business affairs
- Willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to the Company and its constituents; and
- Willingness to act in the best interests of the Company and its constituents, and objectively assess Board, committee and management performances.
- Qualified to act as a director in accordance with the Canada Business Corporations Act and any relevant regulatory pronouncements in Canada and the United States.

Board Composition Selection Criteria:

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its directors. Accordingly, the following factors, among others, relating to Board composition should be considered when determining Board needs and evaluating director candidates to fill such needs:

- Independence;
- Professional experience;

- Other demands on the candidate's time and energies, including employment and other board and committee service;
- Industry knowledge (e.g., relevant industry or trade association participation);
- Skills and expertise (e.g., accounting, financial, governance, markets);
- Leadership qualities;
- Public company board and committee experience;
- Non-business-related activities and experience (e.g., academic, civic, public interest, other);
- Board continuity (including succession planning);
- Board size;
- Number and type of committees, and committee sizes; and
- Legal, Toronto Stock Exchange and other regulatory requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

Selection Procedures:

The Committee will from time to time review and consider what competencies and skills the Board, as a whole, should possess. The Committee will seek to identify any critical perceived gaps in competencies on the Board, and, if practical, seek to fill them through the selection of new members.

Potential director candidates should be referred to the Chair of the Committee for consideration by the Committee and possible recommendation to the Board. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any search firm to assist the Committee in the identification of director candidates. The Committee shall be responsible for conducting appropriate inquiries into the backgrounds and qualifications of potential director candidates.

The Committee shall decide on the appropriate means for the review of individual director candidates, including current directors, and the recommendation of director candidates to the Board. In the event of a vacancy on the Board, the Chair of the Committee shall initiate the effort to identify appropriate director candidates.