

DUNCAN PARK HOLDINGS CORPORATION
(the “Company”)

**CHARTER OF THE CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

The Corporate Governance and Nominating Committee is a committee of the Board of Directors. Its primary function is to assist the Board of Directors in fulfilling its oversight responsibilities by:

- Assessing the effectiveness of the Board of Directors as a whole as well as discuss the contribution of individual members;
- Assessing and improving the Company’s governance practices;
- Proposing new nominees for appointment to the Board of Directors; and
- Orienting new Directors.

II. COMPOSITION AND MEETINGS

The Corporate Governance and Nominating Committee shall be comprised of three or more Directors as determined by the Board, each of whom shall be independent directors in accordance with National Policy 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board of Directors reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Company (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” attached to the Charter of the Board of Directors.

The members of the Corporate Governance and Nominating Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors or until their successors are duly elected and qualified. The Board of Directors may remove a member of the Corporate Governance and Nominating Committee at any time in its sole discretion by resolution of the Board of Directors. Unless a Chairperson is elected by the full Board of Directors, the members of the Corporate Governance and Nominating Committee may designate a Chairperson by majority vote of the full membership of the Corporate Governance and Nominating Committee.

Each member will have, to the satisfaction of the Board of Directors, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall meet at least once per annum or more frequently as circumstances require. The Corporate Governance and Nominating Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Corporate Governance and Nominating Committee or, at a minimum, the Chairperson may meet with the Company's external corporate counsel to discuss the Company's corporate governance policies and practices.

Quorum for the transaction of business at any meeting of the Corporate Governance and Nominating Committee shall be a majority of the number of members of the Corporate Governance and Nominating Committee or such greater number as the Corporate Governance and Nominating Committee shall by resolution determine.

Meetings of the Corporate Governance and Nominating Committee shall be held from time to time as the Corporate Governance and Nominating Committee or the Chairperson shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Corporate Governance and Nominating Committee.

III. RESPONSIBILITIES AND DUTIES

The responsibilities, duties and powers of the Corporate Governance and Nominating Committee shall include:

A. Governance Responsibilities

1. Annual review and revision of this Charter as necessary with the approval of the Board of Directors.
2. Review on a periodic basis, the size and composition of the Board of Directors and ensure that an appropriate number of independent directors sit on the Board.
3. Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and Management of the Company.
4. Assess the effectiveness of the Chairperson's agenda and the quality of the engagement of the Board of Directors.
5. Annually review performance and qualification of existing directors in connection with their re-election.
6. Assess, at least annually, the effectiveness of the Board of Directors as a whole, Committees of the Board of Directors and the contribution of individual directors, including making recommendations where appropriate that sitting directors be removed or not re-appointed.

7. Keep up to date with regulatory requirements and other new development in corporate governance and review the quality of the Company's governance and suggest changes to the Company's governance practices as determined appropriate to the Board of Directors.
8. Consider annually the appropriateness of the size of the Board of Directors.
9. Ensure that disclosure and securities compliance policies, including communications policies, are in place.

B. Nominating Responsibilities

1. Establish qualifications and skills necessary for members of the Board of Directors (as well as skills and competences the Board of Director's needs as a whole) and procedures for identifying possible nominees who meet these criteria (and who are likely to bring to the Board of Directors the skills and qualifications the Board of Director's needs as a whole).
2. Establish an appropriate review selection process for new nominees to the Board of Directors is in place.
3. Establish procedures and approve appropriate orientation and education program for new members of the Board of Directors and establish and approve continuing education opportunities for all directors to ensure their knowledge and understanding of the Company's business remain current.
4. Analyze the needs of the Board of Directors relating to current or future vacancies on the Board of Directors and identify and recommend nominees who meet such needs.

C. Reporting and Others

1. The Corporate Governance and Nominating Committee is responsible for reviewing and submitting to the Board of Directors, as a whole, recommendations concerning the Company's corporate governance performance and processes.
2. The Corporate Governance and Nominating Committee will record minutes of its meetings and report periodically to the Board of Directors.
3. The Corporate Governance and Nominating Committee may from time to time hire and remunerate outside professionals to assist or advise the Corporate Governance and Nominating Committee in carrying out its mandate.

Dated May 25, 2006