

**CALGARY EXHIBITION AND STAMPEDE
NOMINATING COMMITTEE
TERMS OF REFERENCE**

1. MANDATE

The Nominating Committee ("NC") has a mandate to:

- execute a recruitment and selection process that supports Board criteria and Board direction and make recommendations to the Board, through the Governance and People Committee ("GPC"), regarding new nominees to the Board;
- execute effective communications to support Shareholders in making informed voting decisions;
- identify volunteers who have leadership potential for the Board and maintain, as corporate record, a database of same;
- manage potential candidate relationships throughout the recruitment and selection process.

The NC is a sub-committee of the GPC. The GPC provides oversight to the NC on Board criteria, Board direction and number of Board vacancies.

2. AUTHORITY

The NC does not have decision-making authority. The NC makes recommendations to the GPC and / or the Board.

3. MEMBERSHIP

The NC will be comprised of the Board's First Vice-Chairman and Second Vice-Chairman, one of whom will act as Chair.

The President & Chairman of the Board will recommend the Chair of the NC for approval by the Board via the GPC's recommendation. Upon the recommendation of the President & Chairman of the Board and approval by the Board via the GPC's recommendation, up to three additional appointees (internal or external) may serve as members of the NC. The NC chair and members will serve on an annual basis.

The President & Chairman of the Board may, in lieu of or in addition to recommending additional appointees, recommend the engagement of a third party specialist resource to support the NC recruitment and selection process.

The Stampede's Corporate Secretary shall participate in the meetings as a resource for the Committee to establish meeting agendas and ensure that a record of the proceedings is produced and circulated to NC members and to support organizational communications with Shareholders on the recruitment & selection process.

4. MEETINGS

Scheduled meetings will be held throughout the year and the chair may call special meetings at any time. A simple majority of NC members will constitute a quorum.

An in camera session shall be held during each meeting of the NC.

5. SPECIFIC RESPONSIBILITIES

In the fulfillment of its Mandate, the NC will undertake, consider and/or report to the GPC/Board on the following matters:

- 5.1 Activities to support the recruitment and selection process.
 - 5.1.1 Shareholder-wide consideration for potential candidates;
 - 5.1.2 Consultation with Committee Executive and the Board to identify potential candidates and future potential candidates.
 - 5.1.3 Screening of potential candidates based on by-law requirements for Director qualifications and the criteria provided by the Board via the GPC.
 - 5.1.4 Evaluations to support the shortlisting of potential candidates.
 - 5.1.5 Conduct interviews with short-listed potential candidates.
 - 5.1.6 Conduct reference checks for the final short-list of potential candidates.
- 5.2 Propose new Director nominees to the GPC, and then the Board. Provide a report to the GPC that supports both qualitatively and quantitatively the proposed Director nominees in terms of how these candidates meet the Board's criteria.
- 5.3 Succinct messages, updates and activities utilizing the Shareholder Resources website that help Shareholders make informed decisions.
 - 5.3.1 Transparency on the recruitment and selection process.
 - 5.3.2 Transparency on the Board criteria and Board direction.
 - 5.3.3 Shareholder information on and in support of NC processes, recommended candidates and election matters.
- 5.4 Activities to maintain potential candidate relationships throughout the recruitment and selection process.
 - 5.4.1 In a timely manner, communicate with candidate applicants who are not pursued following the initial screening and provide feedback on why their applications are not being pursued.
 - 5.4.2 Transparency on the expectations of the process including disclosure requirements.
 - 5.4.3 Provide timely follow-up with both the successful and unsuccessful short-listed candidates following the Board's approval.
 - 5.4.4 Provide appropriate feedback to the unsuccessful short-listed candidates.
- 5.5 Identify more potential candidates than there are vacancies for recommendation to the Board via the GPC.
- 5.6 Maintain a corporate record of identified potential future leaders.
- 5.7 Maintain all information on potential candidates as confidential corporate files.
- 5.8 Prepare an annual report of the NC's activities and evaluation of the year's recruitment and selection process for acceptance by the GPC.

- 5.9 Present a report to Shareholders each year at the annual general meeting (AGM).
- 5.10 Annually, review and update the NC's Annual Agenda and meeting dates to meet the requirements of the Board's meeting schedule, the AGM schedule, by-law requirements related to election timelines, and Management's execution requirements.
- 5.11 Annually, review the NC's Terms of Reference and make recommendations for updates to the GPC for recommendation to the Board.