

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The term "**Company**" refers to Rogers Sugar Inc., the term "**Board**" refers to the board of directors of the Company.

PURPOSE

The Nominating and Governance Committee (the "**Committee**") is a standing committee appointed by the Board. The Committee is responsible for overseeing and assessing the functioning of the Board and the committees of the Board and for the development, recommendation to the Board, implementation and assessment of effective governance principles. The Committee's responsibilities also include as may be required identifying candidates for director and recommending to the Board qualified director candidates for election at the next annual meeting of shareholders ("**Annual Meeting**").

In addition, the Committee will review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other governance initiatives as may be necessary or desirable to enable the Board to provide effective governance for the Company and contribute to the success of the Company.

COMPOSITION AND PROCEDURES

In addition to the procedures and powers set out in any resolution of the Board, the Committee will have the following composition and procedures:

1. Composition

The Committee shall consist of no fewer than three members. Each member of the Committee shall be a director who is an "**Independent Nominee**" (as defined in the **Company Governance Agreement**) and shall be an "independent" director (in accordance with the definition of "independent director" from time to time under the requirements or guidelines for corporate governance committee service under applicable securities laws and the rules of any stock exchange on which the Company's shares are listed for trading); provided that the fact that a director is also a director of Lantic Inc. will not disqualify the director from being a member of the Committee provided the director would otherwise be eligible to be a member of the Committee. The Chair of the Board shall be an *ex officio* member of the Committee.

The quorum for meeting shall be a majority of the members (two) of the Committee present, in person or by telephone.

2. Appointment and Replacement of Committee Members

Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. The Board shall fill any vacancy if the membership of the Committee is less than three directors. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be elected by the Board annually and each member of the Committee shall hold office as such until the next annual meeting of shareholders after his or her election or until his or her successor shall be duly elected and qualified.

When considering the nomination of individuals to act as directors, the Board shall consider the competencies and skills the Board considers necessary for the Board, as a whole, to possess as well as the competencies and skills that the Board considers each existing director to have and the competencies and skills that each new nominee will bring to the Board. The Committee also considers whether or not new nominees can devote sufficient time and resources to his or her duties as a director and member of the Board.

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3. Professional Assistance

The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company's expense including sole authority to retain and terminate any search firm to be used to identify director candidates or any compensation consulting firm and to approve any such firm's fees and other retention terms.

4. Review of Charter

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise, as it deems appropriate and recommend changes to the Board. The Committee shall evaluate its performance with reference to this Charter annually. The Committee will approve the form of disclosure of this Charter, where required by applicable securities laws or regulatory requirements, in the annual proxy circular or annual report of the Company.

5. Delegation

The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.

6. Reporting to the Board

The Committee shall report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

SPECIFIC MANDATES OF THE COMMITTEE

The Committee shall, consistent with the Governance Agreement and other Agreements to which the Company is a party:

I. In Respect of Operations of the Board

- (a)** assess the needs of the Board with respect to the conduct of the affairs of the Board, including:
 - (i)** the size of the Board;
 - (ii)** the frequency and location of Board and committee meetings;
 - (iii)** procedures for establishing meeting agendas and the conduct of meetings; and
 - (iv)** the availability, relevance and timeliness of discussion papers, reports and other information required by the Board;
- (b)** recommend annually the allocation of directors to each of the Board committees and thereafter, where a vacancy occurs at any time in the membership of any Board committee, recommend a particular director to the Board to fill such vacancy;
- (c)** oversee as required continuing education for all directors in respect to the Company; and
- (d)** oversee the relationship between the Board on the one hand and officers of the Company, if any, the Administrator and its officers and Lantic Inc. and their respective officers on the other hand and, if appropriate,

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make recommendations with a view to ensuring that the Board is able to function independently of the Administrator, Lantic Inc..

II. In Respect of Governance

- (a) review periodically the Company's approach to governance issues and the development of the Company's Governance Guidelines;
- (b) review periodically the mandate for the Board and the position description for the Chair of the Board;
- (c) review periodically the charters of the committees of the Board and, where appropriate, make recommendations thereon including changes in the role, size, composition and structure of the committees;
- (d) conduct periodically surveys of directors with respect to their views on the effectiveness of the Board, the Chair of the Board, each committee of the Board and its Chair and individual directors;
- (e) evaluate periodically the performance of the Chair of the Board and the Chair of each committee and the performance and contribution of individual directors, having regard for the mandate for the Board and position description for the Chair of the Board and the results of surveys of the directors, attendance at Board and Board committee meetings and overall contribution;
- (f) assess periodically the effectiveness of the Board as a whole and each committee of the Board, including the Committee;
- (g) recommend policies regarding succession in the event of an emergency or the retirement of the Chair of the Board;
- (h) review periodically the Company's director qualification criteria including the number of boards on which directors may sit, director tenure, retirement and succession; and
- (i) review annually the procedure to enable an individual director to engage an outside advisor at the expense of the Company.

III. IN RESPECT OF BOARD COMPOSITION AND DIRECTOR NOMINATIONS

- (a) review periodically the competencies, skills and personal qualities required of directors in order to add value to the Company, in light of:
 - (i) the activities of the Company and the nature of its investments;
 - (ii) the need to ensure that a majority of the Board is comprised of individuals, each of whom meets the requirements set out under the heading "COMPOSITION AND PROCEDURES -1. Composition" above; and

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- (iii) the Company's Governance Guidelines including the objective of maintaining the composition of the Board in a way that provides, in the judgment of the Board, the best mix of competencies, skills and personal qualities to provide for the overall stewardship of the Company including the desirability of maintaining a reasonable diversity of background, competencies, skills, education and experience and personal qualities including age, gender, ethnicity and geography among directors;
- (b) as required identify and recommend to the Board qualified director nominees for election at the Annual Meeting;
- (c) as required, recruit candidates for director, and review any candidates for director recommended by shareholders, based on the competencies, skills and personal qualities required of directors in order to add value to the Company;
- (d) ensure candidates understand the demands and expectations of a director of the Company and the role of the Board and its committees; and
- (e) as required, oversee an orientation program to familiarise new directors with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance policies, Management and the external auditors.

IV. In Respect of Directors Protection

- (a) review annually the directors and officers insurance policy applicable to the Company and make recommendations for its renewal or amendment or the replacement of the insurer.

V. In Respect of Reporting and Disclosure Requirements

- (a) review and approve the annual corporate governance report to be made in either the annual report to shareholders or the proxy circular prepared in connection with the Annual Meeting describing the corporate governance practices of the Company with reference to the reporting requirements of the Toronto Stock Exchange or other applicable securities law requirements; and
- (b) review periodically the Disclosure Policy, including the imposition of mandatory blackout periods during which directors will be prohibited from trading in shares of the Company.