

PULSE SEISMIC INC.

Corporate Governance and Nominating Committee

**Terms of Reference
Revised March 15, 2012**

Overview and Purpose

The Corporate Governance and Nominating Committee (the "Committee") is appointed by and is responsible to the Board of Directors of Pulse Seismic Inc. (the "Corporation").

The principle mandate of the Committee is to assume responsibility for developing the approach of the Corporation to matters of corporate governance and, from time to time, review and make recommendations to the Board of Directors as to such matters.

Constitution:

1. The Committee shall be composed of a minimum of three (3) directors, all of whom shall be independent.
2. The members of the Committee shall be appointed or reappointed at the meeting of the Board immediately following each annual meeting of the shareholders of the Corporation. Each member of the Committee shall continue to be a member thereof until such member's successor is appointed, unless such member shall resign or be removed by the Board as a Committee member or shall otherwise cease to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three (3) directors as a result of the vacancy.
3. The members of the Committee shall choose one of its members to serve as Chair (the "Chair") who is responsible for the preparation of reports to the Board and conducting the meetings of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present. Resolutions of the Committee shall be carried by the majority of the votes of the members of the Committee present at the meeting.
4. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Directors may from time to time determine.

Meetings and Minutes:

1. The time and place of meetings of Committee and the procedures at such meetings shall be determined from time to time by the members thereof, provided that a quorum for meetings shall be a majority of the members present.
2. Members of the Committee may with the approval of the Committee participate in a meeting by telephone conference call.
3. The Committee shall meet at least semi-annually.
4. Notice of the time and place of and an agenda and related materials respecting every meeting shall be given in writing or electronic communication to each member of the Committee at least 48 hours prior to the time listed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
5. All members of the Board are free to attend any meetings of the Committee and participate, but only the members of the Committee are entitled to vote on any matter before the Committee. Other than members of the Board, entitlement to attend any Committee meeting or portion thereof will be determined by the Chair of the Committee or by the members of the Committee. The Committee may invite such officers, directors, employees and external advisors of the Corporation as it may see fit from time to time to attend a meeting of Committee and assist in the discussion and consideration of the matters being considered by the Committee.
6. The minutes of all meetings of the Committee are to be provided to the Board. Oral reports by the Chair on recent matters not yet minuted are to be provided to the Board at its next meeting.
7. Supporting schedules and information reviewed by the Committee will be available for examination by any directors upon request to the Chair.

Duties and Responsibilities:

The Committee shall be charged with the following duties and responsibilities:

1. Review on an annual basis the formal mandate of the Board of Directors, which sets out the core functions and responsibilities of the Board;
2. Review the Terms of Reference of the Committee on an annual basis, and recommend to the Board of Directors such amendments to such mandate as the Committee believes are necessary or desirable;
3. Prepare and recommend to the Board of Directors annually a statement of corporate governance practices to be included in the Corporation's annual report or information circular;

4. Review, as required, any nominations to the Corporation's Board of Directors and recommend to the Board of Directors any additions to the board as the Committee believes is desirable;
5. Develop and administer a formal Board evaluation process involving the assessment of the work and effectiveness of the Board as a whole, the committees of the Board and, if considered necessary, the contribution of individual directors;
6. Develop and review on an annual basis a succession plan for the CEO of the Corporation;
7. Develop and recommend to the Board on an annual basis CEO performance standards;
8. Consider and, if thought fit, make recommendations to the Board concerning the appropriate size of the Board of Directors;
9. Develop, recommend to the Board and administer a Policy on Majority Voting for Individual Directors;
10. Consider and, if thought fit, make recommendations to the Board concerning corporate trading blackout policies and practices; and
11. Receive an annual report from the management Disclosure Committee under the corporate Disclosure Policy and Trading Policy on the effectiveness of such policies.

If, in order to properly discharge its functions, duties and responsibilities it is necessary, in the opinion of the Committee, that the Committee obtain the advice and counsel of external advisors, the Chair shall, at the request of the Committee, engage the necessary advisors.