



**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE**
(the "Charter")
OF DOLLARAMA INC.
(the "Corporation")

1. PURPOSE

The Nominating and Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of the Corporation. The primary function of the Committee is to assist the Board in fulfilling its role by:

- (1) identifying individuals qualified to become new Board members and recommending to the Board the new nominees for each annual meeting of shareholders;
- (2) developing and enhancing the Corporation's approach to matters of corporate governance;
- (3) assessing the effectiveness of the Board and its committees, their respective chairs and each director.

2. COMPOSITION AND QUALIFICATION

- (1) The Committee shall be comprised of at least three (3) directors as determined by the Board, all of whom shall be independent (as defined under applicable securities laws).
- (2) The members of the Committee and its Chair shall be elected by the Board on an annual basis, or until they are removed or their successors are duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair among themselves by majority vote of the full Committee membership. A Committee member may resign from the Committee without resigning from the Board, but a Committee member shall tender his or her resignation from the Committee upon ceasing to be a member of the Board.
- (3) The members of the Committee may be removed or replaced by the Board at any time. The Chair may be removed by the Board or the Committee, in consultation with the Board, at any time. The Board may fill vacancies on the Committee. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of the powers of the Committee, so long as a quorum remains.
- (4) The Committee may delegate any or all of its functions to any of its members or other persons, from time to time as it sees fit.

3. MEETING REQUIREMENTS

- (1) The Committee shall meet as circumstances require. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.
- (2) The Committee may, if considered appropriate, conduct or authorize investigations into any matters within the Committee's scope of activities. The Committee is empowered to retain independent counsel, accountants or other experts and other professionals to assist it in the conduct of any such investigation or otherwise as it determines necessary to carry out its duties. The Committee may set and pay (at the expense of the Corporation) the compensation for any such professionals.

- (3) A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine and provided further that the Chair is present. All decisions and recommendations made by the Committee shall be made by a majority vote of the members present at the meeting.
- (4) Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by all members of the Committee. Each of the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer and Secretary shall be entitled to request that any member of the Committee call a meeting.
- (5) The Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's by-laws.
- (6) The Chair shall approve the agenda for the meetings and ensure that supporting materials are properly prepared and circulated to members with sufficient time for study by the Committee members prior to the meeting.
- (7) The minutes of the Committee meetings shall accurately record the significant discussions of and decisions made by the Committee, including all recommendations to be made by the Committee to the Board and shall be distributed to the Committee members for approval.
- (8) The Committee, through its Chair, shall report to the Board on all proceedings and deliberations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board may require or as the Committee in its discretion may consider advisable.

4. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

- (1) assist the Board in determining what competencies and skills the Board, as a whole, should possess and what competencies and skills each existing member possesses;
- (2) coordinate an annual evaluation of the Board, including a review of the size of the Board to ensure optimal decision-making and effectiveness;
- (3) identify individuals qualified to become members of the Board and recommend such individuals to the Board for nomination for election to the Board or to fill vacancies on the Board occurring between annual meetings of shareholders, and make recommendations to the Board concerning committee appointments;
- (4) monitor the relationship between management and the Board and review the Corporation's governance structures to ensure that the Board is able to function independently of management;
- (5) from time to time or as required, assess, develop, recommend and review the Corporation's corporate governance policies and guidelines and ensure their implementation within the Corporation;
- (6) from time to time or as required, review the mandate of the Board of Directors and the charter for each committee of the Board of Directors and recommend changes as necessary;
- (7) review the Corporation's disclosure on corporate governance to be included in the Corporation's management proxy circular and annual information form before the Corporation publicly discloses this information;

- (8) perform such other nominating and governance committee functions customarily carried out by such a committee as well as such other matters which may be referred to it by the Board from time to time; and
- (9) assist newly appointed members of the Board in becoming better acquainted with the Corporation and its governance process and provide orientation and continuing education for all members of the Board.

5. LIMITATIONS ON COMMITTEE'S DUTIES

- (1) Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.
- (2) In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject.

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Approved by the Board of Directors on April 21, 2011.