

**FOREST OIL CORPORATION  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

**I. PURPOSE**

The Nominating and Corporate Governance Committee is appointed by the board to assist the board in fulfilling its responsibility to shareholders by taking a leadership role in shaping the governance of the corporation with a view towards enhancing (i) the independence and quality of nominees to the board and (ii) the manner in which the board conducts its stewardship of the corporation.

**II. COMPOSITION AND QUALIFICATIONS**

The Committee shall be comprised of two or more members of the board, each of whom is independent in accordance with the criteria established in the corporation's Corporate Governance Guidelines.

**III. MEETINGS**

The Committee shall meet at least two times annually, or more frequently as circumstances dictate.

**IV. AUTHORITY AND RESPONSIBILITIES**

In the furtherance of its purpose, the Committee shall have the following authority and responsibilities. In addition, the Committee may carry out additional duties and responsibilities as may be appropriate and such other duties and responsibilities delegated to it from time to time by the board.

1. To lead the search for and identify individuals qualified to serve on the board, to review the qualifications of individuals for consideration as board candidates, including individual recommended by shareholders, and consistent with criteria approved by the board, to recommend to the board the director nominees to be presented for approval at meetings of the shareholders or to be presented to the board for election.
2. To establish, monitor and recommend the purpose, structure, operations, and charters of the committees of the board and annually recommend to the board members to serve on the committees.
3. To develop and recommend to the board a set of corporate governance guidelines and to annually review the guidelines and recommend any changes.

4. To review and evaluate annually the performance of the board as a whole, its committees, and management and discuss its findings with the board.
5. To review on an annual basis director compensation and recommend any changes to the board.
6. To oversee and approve the management continuity planning process.

The Committee shall have the authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates including the sole authority to approve the search firm fees and other retention terms.

The Committee shall report its actions and recommendations to the board after each committee meeting and shall review and reassess annually the performance of the Committee and the adequacy of this charter and recommend any changes to the board for approval.