

NEOVASC INC.

CORPORATE GOVERNANCE AND NOMINATION COMMITTEE MANDATE

Purpose

The corporate governance and nomination committee (the “CGNC”) of Neovasc Inc. (the “Corporation”) is responsible for ensuring the integrity of the corporate governance process, the performance of the board of the Corporation (the “Board”), the review of the contingency plan for management succession, ombudsman activity, environmental impact, health and safety oversight, identifying and recommending candidates to the Board, ensuring appropriate skill sets are maintained by the Board, and assessing the effectiveness of the individual directors.

Membership and Reporting

1. The CGNC will be comprised of “independent” directors within the meaning of the applicable listing standards of the Toronto Stock Exchange and the Nasdaq Stock Market and will have a minimum of three members.
2. Appointments and replacements to the CGNC will be made by the Board and will be reviewed on an annual basis. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added. Each member of the CGNC will automatically cease to be a member if he or she ceases to be an independent director.
3. The CGNC may form and delegate authority to subcommittees if deemed appropriate by the CGNC.
4. The chairman of the CGNC will be appointed by a vote of the Board on an annual basis.
5. The CGNC will report to the Board, at the next scheduled meeting of the Board, the proceedings of the CGNC and any recommendations made by the CGNC.

Terms of Reference

1. The CGNC will meet as required, but not less than annually, of which one of these meetings must be held prior to the annual general meeting of the Corporation, to review and recommend to the Board the new director nominees for such annual general meeting.
2. No business may be transacted by the CGNC at a meeting unless a quorum is present. Two members of the CGNC shall constitute a quorum.
3. The CGNC will develop and revise as necessary, for the review of the Board, the Corporation’s approach to corporate governance issues, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation.

4. The CGNC will establish systems to monitor for the Board the ongoing application of the corporate governance principles established by the CGNC and to prepare and deliver to the Board an annual report on the Corporation's approach to corporate governance.
5. The CGNC will establish systems to evaluate the performance of the Board and its committees.
6. The CGNC will review the existence, terms of coverage and adequacy of directors' and officers' insurance maintained by the Corporation.
7. The CGNC will act as a forum for the concerns of individual directors, employees, or shareholders that may not be addressed at meetings of the Board.
8. The CGNC will ensure that the clear separation of the responsibilities of the Board, the committees of the Board, the Chief Executive Officer (the "CEO"), and the officers of the Corporation are defined and maintained.
9. The CGNC will ensure that systems are developed and reviewed at least annually regarding the responsiveness of the Corporation to environmental impact, health and safety, and other regulatory standards.
10. The CGNC will ensure that a process is established for the orientation and education of new directors, to both the nature and operation of the Corporation's business and their responsibilities and duties as directors (including the contribution individual directors are expected to make and the commitment of time and resources that the Corporation expects from its directors).
11. The CGNC will ensure that the directors receive adequate information and continuing education opportunities on an on-going basis to enable them to maintain their skills and abilities as directors and to ensure their knowledge and understanding of the Corporation's business remains current.
12. The CGNC will identify, in consultation with the CEO, and recommend new directors with appropriate skills to the Board. The CGNC must assess whether each of the candidates so identified will be an independent director. In making its recommendations, the CGNC will consider:
 - (a) the competencies and skills considered necessary for the Board as a whole to possess;
 - (b) the competencies and skills that each existing director possesses; and
 - (c) the competencies and skills each new nominee will bring to the Board.

In addition, the CGNC will consider whether each new nominee can devote sufficient time and resources to his or her duties as a member of the Board.

13. The CGNC will assess the “participation, contribution, and effectiveness” of the Chairman and all other individual directors on an annual basis.
14. The CGNC will identify and recommend the CEO of the Corporation.
15. The CGNC will assist the CEO in selecting the senior management of the Corporation.
16. The CGNC will review and reassess the adequacy of this mandate either annually or from time to time, as applicable.
17. The CGNC has the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The Corporation will provide appropriate funding, as determined by the CGNC, for payment of compensation to the advisors employed by the CGNC.
18. The CGNC will review the directors’ and officers’ insurance policy of the Corporation on an annual basis to ensure, among other things, that any payments made under the insurance policy are made in accordance with the policies of the Corporation and not at the direction of the underwriter of the insurance policy.

Approved by the Board: April 29, 2014