

COMPENSATION COMMITTEE

CHARTER

Purpose

The objective of the Compensation Committee is to assist the Board of Directors in fulfilling its oversight responsibilities regarding the Corporation's policies and practices relating to recruiting, retaining and motivating its employees and the conformity of the Corporation's executive compensation policies and practices with other corporate policies, practices and objectives.

Composition and Resources

The Committee shall be made up of at least three Directors, and shall be elected by the Board at the annual organizational meeting of the Board and serve until their successors are duly elected and qualified. Unless a Committee Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. All members of the Committee shall be directors whom the Board has determined are independent and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. Any such determination by the Board shall be made with reference to applicable rules, regulations and policies of regulatory authorities and stock exchanges.

The Corporation's senior management and employees may serve as resources to the Committee from time to time. The Committee shall also retain external advisors, approve the fees and retention terms of such advisors and terminate such advisors. The Committee Chair will, at the expense of the Corporation, retain or terminate such external advisors, define their terms of reference and be their client.

Meetings

The Committee shall meet at least three times annually. The time and place of meetings of the Committee shall be determined by the Committee Chair. The Committee may at its discretion meet with or without management, and with or without any external advisor retained by the Committee, in separate executive sessions to discuss any matters that the Committee, management or the external advisor believe should be discussed privately.

Reporting

The Chair will approve an agenda in advance of each meeting and will cause minutes of the Committee's meetings to be maintained. The Chair will regularly report to the Board of Directors on the results of the Committee's deliberations and shall make recommendations for full Board action where required.

Scope, Duties and Responsibilities

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

- Review annually and recommend for approval to the Board, the executive_compensation philosophy and remuneration policy of the Corporation.
- Review annually and recommend for approval to the Board, the compensation arrangements for the Chief Executive Officer, the senior officers of the Corporation, and their respective performance objectives.
- Conduct annually and report to the Board, the results of performance appraisals of the Chief Executive Officer and the senior officers of the Corporation.
- Review annually the Corporation's executive compensation incentive plans and perquisites and review and recommend for approval to the Board any amendments thereto.
- Review annually and recommend for approval to the Board management's succession plan including the appropriateness of the current and future organizational structure of the Corporation.
- Review management's reports to the Committee on executive compensation and related human resource issues.
- Review annually and recommend for approval to the Board the executive compensation disclosure of the Corporation in its management information circular.
- Review annually and recommend for approval to the Board the compensation arrangements for the directors of the Corporation and the Chairman of the Board.
- Review at least annually this Charter and recommend changes to the Board for its approval.

The Committee shall also be charged with the following decision-making functions, duties and responsibilities:

- Review remuneration, "change of control" compensation and other termination of employment arrangements for new and existing employees having annual salaries greater than \$200,000 (except for general managers of operations), as proposed from time to time by management to the Committee.
- Receive and review information concerning the remuneration and conditions of employment of general managers of operations
- Monitor the management and administration of the Corporation's equity-based compensation plans.