

## **COMPENSATION COMMITTEE CHARTER**

### **PURPOSE**

The Compensation Committee (the “Committee”) is appointed by the Board. The Committee shall assist the Board in discharging the Board’s oversight responsibilities relating to the attraction, compensation, evaluation and retention of key senior management employees, and in particular the Chief Executive Officer, with the skills and expertise needed to enable the Company to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives.

### **RESPONSIBILITIES AND POWERS**

The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have the sole authority to approve the consultant’s fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee shall annually review and approve corporate goals and objectives relevant to the CEO and senior executive compensation, evaluate the CEO’s and senior executive’s performance in light of those goals and objectives, and to recommend to the Board for approval the CEO’s and senior executives’ compensation level based on this evaluation. In determining the long-term incentive component of the CEO’s and senior executives’ compensation, the Committee will consider the Company’s performance and relative shareholder return, the value of similar incentive rewards to the CEO and senior executives at comparable companies, and the awards given to the CEO and senior executives in past years.

The Committee shall annually review the compensation systems that are in place for employees of the Company in order to ensure there is internal and external equity in the compensation of all employees, including incentive-compensation plans and equity-based plans.

The Committee review executive compensation disclosure in the management proxy circular and offering documents prior to their public release.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Corporate Governance Committee for its approval.

The Chairman of the Committee will report periodically the Committee’s findings and recommendations to the Board of Directors.

### **OPERATION OF THE COMMITTEE**

#### **Reporting**

The Committee shall report to the Board.

### **Composition of Committee**

The Committee shall consist of not less than three Directors, all of whom shall qualify as independent Directors.

### **Appointment of Committee Members**

Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

### **Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

### **Chairman**

The Corporate Governance Committee will recommend a director as Chairman of the Committee to the Board for approval.

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

The Chairman presiding at any meeting shall not have a casting vote.

### **Secretary**

The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Company. The Secretary shall keep minutes of the meetings of the Committee.

### **Committee Meetings**

The Committee shall meet at least semi-annually at the call of the Chairman. In addition, a meeting may be called by any director.

Committee meetings may be held in person, by video-conference, by means of telephone or by any combination of any of the foregoing.

### **Notice of Meeting**

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by email to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute 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 was not lawfully called.

### **Quorum**

A majority of committee members, present in person, by video-conference, by telephone or by a

combination thereof, shall constitute a quorum.

### **Attendance at Meetings**

The Chief Executive Officer is expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera discussion without the Chief Executive Officer, or any other member of management, being present.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

### **Minutes**

Minutes of Committee meetings shall be sent to all Committee members.

### **Engaging Outside Resources**

The Committee is empowered to engage outside resources, as it deems advisable, at the expense of the Company.