
HUMAN RESOURCES & COMPENSATION COMMITTEE TERMS OF REFERENCE

The Corporation has established a Human Resources and Compensation Committee of the Board of Directors to be constituted by independent Directors (as defined by applicable legislation).

These terms of reference govern the operations of the Human Resources and Compensation Committee, as approved by the Board of Directors. The Committee shall review and reassess the terms of reference annually. The Committee shall be appointed by the Board and shall be comprised of at least three Directors.

Principal responsibilities include compensation of executive officers and other senior management, short and long-term incentive programs, pension and other benefit plans, executive officer appointments, evaluation of performance of the Chief Executive Officer, succession planning, executive development, health, safety and the environment.

The Committee shall determine the following and report to the Board:

- Salaries, bonus pools and bonus allocations, and benefits for the Officers of the Company and Tier One employees (except for the compensation of the Chief Executive Officer which shall be approved by the Board).
- Performance of the Chief Executive Officer.
- The Corporate goals and objectives for the C.E.O.

The Committee shall present the following to the Board for approval:

- Officer appointments
- Schedule of stock option grants for all recipients
- Management recommendations for pension plans and the administration of pension plans.
- Report of the Committee for the annual Management Information Circular and any other executive compensation disclosure.

The Committee will monitor and review with management and discuss with the Board:

- Succession planning
- Health, Safety and the Environment
- Code of Business Conduct (and non-financial related breaches of the Code)

The Committee shall meet at least twice annually or on any such dates that the Chairman shall determine.

It is acknowledged that there may be, from time to time, the need for the Committee to retain the services of outside advisors and/or consultants to assist it in completion of its responsibilities. The Committee, with the final approval of the Chairman of the Committee, is authorized to negotiate the terms, including fees associated with any such engagement at the expense of the Corporation.

The Committee will report on its activities to the Board of Directors at least annually.