

COMPENSATION COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The Compensation Committee (the "Committee") reports to the Board of Directors and assists the Board with respect to the Corporation's strategy, policies and programs on the compensation and development of senior management and directors and making recommendations to the Board as appropriate.

Specifically, the Committee assists the Board with compensation of officers and directors and periodic performance review of officers and directors.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three directors, all of whom must be outside directors (i.e. non-management directors) and a majority of whom are 'unrelated' directors in accordance with the Guidelines of the Toronto Stock Exchange. The Chairman of the Board of Directors may participate on the Committee as a non-voting, ex-officio member of the Committee.

Appointment of Committee Members

Members of the Committee must be appointed or re-appointed by the Board immediately following each Annual Meeting of the Shareholders of the Corporation. Each member of the Committee shall continue to be a member until a successor is appointed, unless he or she resigns or is removed by the Board or ceases to be a Director of the Corporation.

Vacancies

Where a vacancy in the membership of the Committee occurs at any time, the Board may appoint a replacement, but in any event, the Board shall forthwith appoint a replacement where the membership of the Committee falls to less than three members as a result of the vacancy.

Chairman

The Board of Directors will appoint a Chairman from the members of the Committee. If the Chairman is not present at any meeting of the Committee, those members present at the meeting shall appoint a Chairman for the purposes of that meeting.

COMMITTEE MEETINGS

Time and Place of Meetings

The Chairman of the Committee shall decide the time and place for all meetings, provided that the Committee shall meet not less than semi-annually. Meetings may further be called by the Chairman of the Board, the Chief Executive Officer of the Corporation or by any member of the Compensation Committee.

Notice of Meetings

Notice of any meeting can be given orally, by fax or in writing to each Committee member not less than forty-eight (48) hours in advance of such meeting, provided that any member may elect to waive such notice. Attendance at a meeting shall be deemed such waiver unless the attendance is made for the purpose of objecting to the manner in which the meeting was called.

Quorum

A majority of members present in person, by telephone or any combination thereof shall constitute a quorum.

Attendance at Meetings

The Committee from time to time may invite such additional people to attend meetings as it sees fit and such attendees may fully participate in all discussions at such meetings. A member attending by teleconference will be deemed to be in attendance at such meeting.

Minutes

The Committee will appoint a secretary for the purpose of recording the minutes of all Committee meetings and those minutes will be approved by the Committee and be submitted to the Board of Directors at its next meeting for its review.

RESPONSIBILITIES AND DUTIES

- Review and assess this charter annually.
- Review the adequacy and form of compensation for Directors and Officers, and ensure that the compensation fairly represents the responsibilities and risk involved in being an effective Chairman, Director, Committee Member or officer of the Corporation, and make recommendations to the Board.
- Review and approve the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives and establish CEO compensation based on this evaluation.
- Review and approve the overall compensation packages of the Officers of the Corporation
- Review and assess the design and competitiveness of the Corporation's compensation and benefit programs generally.
- Oversee and make recommendations to the Board of Directors with respect to incentive plans, including the Corporation's Stock Option Plan.
- Report to the Board of Directors on all other matters and recommendations made by the Compensation Committee.
- Review the Corporation's annual management proxy circular with respect to Compensation.

Engagement of Special Advisors

The Committee is able to engage and authorize payment of independent counsel and other special advisors as it deems necessary from time to time in order to carry out Committee duties.