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### **HUMAN RESOURCES COMMITTEE MANDATE**

1. A committee of the directors to be known as the "Human Resources Committee" (hereinafter referred to as the "Committee") is hereby established.
2. The Committee shall be composed of a minimum of three directors. All members of the Committee must be Independent Directors as defined under the NASDAQ rules (see Appendix 'A' to this mandate for this definition of "Independent Director").
3. The members of the Committee shall be appointed or reappointed at a meeting of the Board of Directors (the "Board") concurrent with each Annual Meeting of the Shareholders of the Corporation. Each member of the Committee shall continue to be a member thereof until a member's successor is appointed, unless a member shall resign or be removed by the Board or a member shall cease to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three directors as a result of the vacancy.
4. The Board or, in the event of its failure to do so, the members of the Committee, shall appoint a Chairman from amongst their number. If the Chairman of the Committee is not present at any meeting of the Committee, the Chairman of the meeting shall be chosen by the Committee from among the members present. The Committee shall also appoint a Secretary who need not be a director.
5. The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:
  - (a) a quorum for meetings shall be two members, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak and hear each other;
  - (b) the Committee shall meet at least semi-annually; and
  - (c) notice, time and place of every meeting shall be given in writing or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting is a 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 is not lawfully called.

- (d) The Committee shall report regularly to the Board following each meeting with respect to its activities and such recommendations as the Committee deems appropriate. The report may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
- 6. No Committee member is permitted to accept, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary of the issuer. Such compensatory fees do not include:
  - (a) fees received as a member of the Committee, the Board or any other Board committee; or
  - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).
- 7. The President and Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
- 8. The Committee has the authority to retain compensation consultants, independent legal counsel and other advisors, as well as the direct responsibility for the appointment, compensation and oversight of such advisors. The Committee shall have the responsibility to consider independence factors before selecting such advisors, other than in-house legal counsel.
- 9. The Committee shall with respect to:
  - (a) Human Resource Policies and Practices of the Corporation:
    - (i) in connection with its advisory functions:
      - a. annually review and recommend the remuneration of the senior executives of the Corporation, namely any executives in the offices of chief executive officer, president, senior vice president or any senior executive who reports directly to the President and CEO (the "Senior Executives") provided, however, that any director has right of access to more detailed information beyond that contained in such recommendation;
      - b. report annually to the Board on an aggregate basis on the remuneration approved by the Committee for all employees other than the Senior Executives including the adjustment to salary ranges, provided however that any director has right of access to more detailed information beyond that contained in such report;
      - c. review and recommend any special employment contracts including employment offers, retiring allowance agreements

or any agreement to take effect in the event of termination or change in control affecting the corporate or subsidiary officers of the Corporation;

- d. review and report to the Board annually on the appropriateness of the current and future organizational structure of the Corporation and plans for the succession of corporate officers;and
  - e. review and approve on an annual basis the corporate goals and objectives of the CEO and evaluate the CEO's performance based on the established goals and objectives.
- (ii) in connection with the exercise of its powers:
- a. annually review and approve, on an aggregate basis, the remuneration of all employees (other than the Senior Executives);
  - b. compare periodically the total remuneration and its main components of the Senior Executives of the Corporation with the remuneration practices of a comparator group of companies.
  - c. review annually the total compensation practices of the Corporation;
  - d. review and monitor the executive development programs of the Corporation;
  - e. annually review long range plans and human resource policies for recruiting, developing and motivating employees of the Corporation;
  - f. fulfill the obligations assigned to the Committee pursuant to any remuneration plans approved by the Board;
  - g. annually review and approve the Report on Executive Compensation and Compensation Discussion and Analysis contained in the Information Circular; and,
  - h. annually review the company's compensation policies and practices to confirm their alignment with the Company's risk management principles and that they do not encourage inappropriate or excessive risk taking nor are they reasonably likely to have a material adverse effect on the Company.

(b) The Long Term Incentive Plan and any future additional replacement components

- (i) in connection with its advisory functions:
  - a. review and recommend to the Board any proposed amendments to the Long Term Incentive Plan;
  - b. review and recommend to the Board the key employees who should be granted Long Term Incentive awards, the date on which awards will terminate, the number of Long Term Incentive awards provided from time to time to any employee and other terms and conditions of the Long Term Incentive Plan; and
  - c. review and recommend the waiver of early termination provisions of the Long Term Incentive Plan for Senior Executives who cease employment with the Corporation;
- (ii) in connection with the exercise of its powers:
  - a. review and approve the waiver of early termination provisions of the Stock Option Plan for key employees other than Senior Executives who cease employment with the Corporation; and
  - b. administer all other matters related to the Plan to which the Committee has been delegated authority pursuant to the Long Term Incentive Plan.

Annual Performance Evaluation

1. The Committee shall review and evaluate, at least annually, the performance of the Committee and its members including the compliance of the Committee with its mandate.
2. The Committee shall review and assess, at least annually, the adequacy of its mandate and recommend to the Board any improvements to the mandate that the Committee considers necessary or desirable.