

MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE

Committee Terms of Reference

PURPOSE

The Management Resources and Compensation Committee (the “MRCC”) has been established by the Board and under the powers delegated to it by the Board is mandated to ensure that the Company develops and implements long range plans and programs for attracting, retaining, developing, motivating, evaluating and compensating Management to provide the Company with a high level of strength, depth and continuity in its human resources in accordance with the Board Objective.

COMPOSITION AND TERM OF OFFICE

1. The MRCC shall consist of three or more Directors, the majority of whom are independent and all of whom are independent of management.
2. The Chairman of the MRCC, along with the other members of the MRCC, shall be appointed annually by the Board following the AGM to hold office until the next AGM, unless the member becomes unable to serve or is removed by the Board. A casual vacancy may be filled and additional members of the MRCC may be appointed at any time by the Board, to hold office until the next AGM.
3. A quorum shall consist of a simple majority.

DUTIES AND RESPONSIBILITIES

The MRCC shall perform the following functions, as well as any other function specifically authorized by the Board:

1. Schedule regular meetings. Extraordinary meetings may be called by any member of the MRCC or at the request of the Chairman of the Board.
2. Appoint a Secretary who shall record the proceedings of MRCC meetings.
3. Report to the Board at its next regular meeting the deliberations and recommendations, if any, of the MRCC since its previous report to the Board.
4. Invite Management as required, to attend MRCC meetings to provide appropriate information regarding compensation and the development of Management.
5. Review and approve the Company’s Succession and Development Plan including:
 - a. current Management positions and incumbents;
 - b. recommending officer appointments and reassignments for approval by the Board;
 - c. succession plans for the CEO and other Management; and
 - d. review industry trends and changes in compensation and benefit policies to

ensure that competitive levels are maintained.

6. Review and approve the compensation for all officers of the Company except the CEO, including benefits, bonuses, short and long term incentives. In the case of the CEO, the MRCC reviews and recommends approval by the Board.
7. Review and, if appropriate, recommend to the Board approval of the CEO's Goals and Objectives and Position Description on an annual or other regular basis and ensure that they are aligned with the Mandate of the Board.
8. Monitor the CEO's performance relative to his or her Goals and Objectives and report the findings to the Board.
9. Review the status and policies of the Company's pension plans and the performance of the pension funds. The MRCC shall perform such a review on an annual basis.
10. Review the Company's employee communication practices with respect to pension plans.
11. Review and approve proposed appointments of officers of the Company to the boards of other companies and organizations.
12. Review training and development plans for Management in conjunction with the Succession Plan.
13. Review the Company's public disclosure of executive compensation information in its management information circular and any other documents prior to its dissemination.

AUTHORITY

1. The MRCC is authorized to engage any outside advisor it deems necessary to enable it to carry out its duties and responsibilities and to arrange payment of the advisor's compensation by the Company.
2. The MRCC may, at the request of the Board, or at its own initiative investigate such other matters as it considers necessary in furtherance of the MRCC's purpose.