

**CHARTER OF
THE HUMAN RESOURCES COMMITTEE**

1. Purpose

The Human Resources Committee is responsible for performing the duties delegated to it by the Board of Directors to enable the Board to fulfill its responsibilities in relation to:

- a) approving goals and objectives, and performance against these goals and objectives, for the President and Chief Executive Officer, and recommending to the Board all Chief Executive Officer compensation matters (including retirement arrangements);
- b) reviewing and approving total compensation (including retirement arrangements) for the senior executive officers; and
- c) reviewing and approving the Company's human resources philosophies, policies, succession plans and compensation and benefits plans as they pertain to the Company's corporate strategy.

2. Roles and Responsibilities

The Human Resources Committee shall monitor, review, approve, recommend and take other action as appropriate in fulfilling its purpose, including:

- a) review and recommend to the Board, goals and objectives relevant to the President and Chief Executive Officer's compensation and conduct an annual review and assessment of the performance against these goals and objectives of the President and Chief Executive Officer, and review annually, the performance of the senior executive officers of the Company;
- b) consider and approve the salary and other remuneration, to be awarded to senior executive officers of the Company and make recommendations to the Board on the remuneration package for the President and Chief Executive Officer;
- c) consider and recommend to the Board, share ownership targets for senior executive officers and monitor compliance with the share ownership policy for senior executive officers;
- d) review and approve any agreements with senior executive officers with respect to compensation, benefits, or termination arrangements and oversee administration of any such agreements as required;
- e) review with the President and Chief Executive Officer existing management resources and plans, including recruitment and training programs, for ensuring that qualified personnel will be available for succession to senior executive officer positions in the Company, and report on this matter to the Board at least once each year;

- f) consider, with the President and Chief Executive Officer, proposed changes in organization or personnel affecting the senior executive officers group and recommend for approval any change requiring Board action;
- g) approve and review with the President and Chief Executive Officer the Company's overall compensation philosophy and compensation and benefits plans in relation to the Company's business strategy;
- h) subject to any specific responsibilities as set out in this Charter, consider and approve changes in the Company's compensation and benefit plans involving an annual change in cost to the Company in excess of \$10 million;
- i) with respect to the oversight of the benefit aspects of the Company's pension plans, specifically to:
 - 1. consider and approve any major benefit changes in the Company's pension plans after consultation with the Audit Committee in respect of any significant effect such changes may have on pension financial matters;
 - 2. appoint members to the Company's Pension Committee;
 - 3. make recommendations to the Board on any pension plan initiations, terminations or conversions; and
 - 4. provide advice to the Board or the Governance Committee on any matters concerning pension governance;
- j) consider and approve the Company's equity based compensation programs, (collectively referred to as the "Equity Plans"), in accordance with the requisite plan texts and relevant legislation, and do such other things including the following:
 - 1. review the initial design, development and plan texts of Equity Plans, and recommend to the Board the adoption or creation of any such Equity Plans;
 - 2. approve the designation of employees who are to participate in the Equity Plans;
 - 3. approve grants for each participant and any applicable terms and conditions pursuant to the plan texts of such grants including but not limited to: term, price, vesting, and performance requirements;
 - 4. interpret any Equity Plans' texts as required from time to time, including (upon consultation with the Audit Committee) the determination of the degree to which performance requirements have been met;
 - 5. review and monitor the entire equity grant funding and effect this has on dilution and overall corporate expense;
 - 6. consider and recommend to the Board any requirement for shares to be set aside from the authorized and unissued shares of the Company; and

7. approve and recommend to the Board any significant amendments to the Equity Plans or the discontinuance or substitution thereof;
- k) consider and approve the Company's non-equity based incentive compensation programs, (collectively referred to as the "Non-Equity Programs"), in accordance with the requisite plan texts and applicable legislation, and do such other things including the following:
 1. approve the initial design, development and any plan texts of Non-Equity Programs;
 2. approve overall Company grants, including individual grants to senior executive officers, and any applicable terms and conditions pursuant to the plan texts of such grants including but not limited to: term, price, vesting, estimated cost and performance requirements;
 3. interpret any Non-Equity Programs' texts as required from time to time, including (upon consultation with the Audit Committee) the determination of the degree to which performance requirements have been met; and
 4. approve any significant amendments to the Non Equity Programs or the discontinuance or substitution thereof;
- l) review and approve the annual report on executive compensation for inclusion in the Company's public disclosure documents; and
- m) discharge any other responsibilities allocated to the Committee by the Board.

3. Composition of Committee

The Human Resources Committee shall consist of three or more Directors. In addition, each member of the Human Resources Committee shall be "independent" for the purposes of applicable Canadian and United States securities law and applicable rules of any exchange on which the Company's shares are listed.

4. Appointment of Committee Members

Members of the Human Resources Committee shall be appointed by the Board from time to time, and shall hold office until the next annual meeting, or until their successors are earlier appointed, or until they cease to be Directors of the Company.

5. Vacancies

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

6. Committee Chair

The Board shall appoint a Chair for the Human Resources Committee who shall:

- a) review and approve the agenda for each meeting of the Human Resources Committee and as appropriate, consult with members of management;
- b) preside over meetings of the Human Resources Committee;
- c) report to the Board on the activities of the Human Resources Committee relative to its recommendations, resolutions, actions and concerns; and
- d) obtain and maintain relationships with independent advisors including consultants, lawyers and other professionals when deemed necessary or advisable.

7. Absence of Committee Chair

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

8. Secretary of Committee

The Corporate Secretary shall act as Secretary to the Human Resources Committee.

9. Meetings

The Chair, or any two members of the Human Resources Committee, or the external auditors, may call a meeting of the Human Resources Committee. The Human Resources Committee shall meet at least three times per year. The Human Resources Committee may also meet periodically in separate executive sessions.

10. Quorum

A majority of the members of the Human Resources Committee, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak to each other, shall constitute a quorum.

11. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the Human Resources 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. 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.

12. Attendance of Company Officers and Employees at Meeting

At the invitation of the Chair of the Human Resources Committee, one or more officers or employees of the Company may attend any meeting of the Human Resources Committee.

13. Procedure, Records and Reporting

The Human Resources Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Human Resources Committee may deem appropriate but not later than the next regularly scheduled meeting of the Board.

14. Review of Charter and Evaluation of Committee

The Human Resources Committee shall evaluate, on an annual basis, its performance and review its Charter and shall, as it deems appropriate, recommend any changes to the Human Resources Committee and the Board for approval.

15. Outside Experts and Advisors

The Human Resources Committee is authorized, when deemed necessary or desirable, to retain independent counsel, outside experts and other advisors, at the Company's expense, to advise the Human Resources Committee or its members independently on any matter.