



CHAIR OF THE COMPENSATION COMMITTEE

Position Description

The Chair of the Compensation Committee (the “Compensation Chair”) manages the affairs of the Compensation Committee, ensuring the Compensation Committee is properly constituted, operates effectively and independently of management, and undertakes the stewardship functions as set out in the Compensation Committee Charter. The Compensation Chair ensures the responsibilities of the Compensation Committee are understood and respected by the Compensation Committee members and the Board of Directors (the “Board”).

1.0 Appointment

The Compensation Chair will be a duly elected or appointed member of the Board and be appointed annually at the first Board meeting following the annual general meeting of shareholders, or between annual general meetings upon the resignation, disqualification or removal of the Compensation Chair. The Compensation Chair will be independent as defined by *National Instrument 52-110*. There is no limit to the number of terms a Compensation Chair may serve.

2.0 Responsibilities

The Compensation Chair provides independent effective leadership to the Compensation Committee in the leadership and governance of the Compensation Committee and in carrying out the roles and responsibilities set forth in the Compensation Committee Charter.

3.0 Duties

The Compensation Chair will have the specific duties as set out below, and in his or her absence, will delegate these authorities to another member of the Compensation Committee of his or her choice. The Compensation Chair will:

3.1 Leadership and Ethics

- a. Provide leadership to foster effectiveness of the Compensation Committee.
- b. Ensure that the responsibilities and duties set forth in the Compensation Committee Charter are understood and executed by the members of the Compensation Committee.
- c. Ensure that the Compensation Committee’s conduct meets the highest ethical standards set forth by the Board, and is practiced by all members, and confirm that the Compensation Committee and management functioning in relation to the Compensation Committee business are in accordance with the Code of Business Conduct and Ethics of the Company. The Compensation Chair will remind all Compensation Committee members of the philosophy and the need to conduct business accordingly.

3.2 Compensation Committee Meetings

- a. Ensure that all business that is required to go before the Compensation Committee is brought to a meeting in a timely manner.

- b. Chair the Compensation Committee meetings and ensure the orderly and effective carrying on of business of the Compensation Committee. The Compensation Chair may vote on any issue or matter requiring a vote, however, in the event of a tie, the Compensation Chair shall not have a preponderant vote.
- c. Ensure the Compensation Committee meets at least twice annually and as many additional times necessary for the Compensation Committee to carry out its duties and responsibilities effectively.
- d. In consultation, where appropriate and necessary, with the Chair of the Board and/or Corporate Secretary, determine the dates and locations of meetings of the Compensation Committee.
- e. In consultation, where appropriate and necessary, with the Chair of the Board and/or Corporate Secretary, review the meeting agendas to ensure all business is brought before the Compensation Committee to enable the Compensation Committee to carry out its duties and responsibilities.
- f. Ensure supporting documents or information required for the review of the Compensation Committee either for information or as required to make informed and responsible decisions, are circulated to the Compensation Committee in sufficient time to review prior to the Compensation Committee meetings.
- g. Ensure that all business set out in the agendas of the Compensation Committee meetings is discussed and brought to resolution, as required.
- h. Ensure sufficient time during Compensation Committee meetings to fully discuss agenda items.
- i. Encourage full participation and discussion by all Compensation Committee members and any invited guests, and facilitate discussion and/or debate, as necessary.
- j. Deal effectively with dissent, and work constructively towards arriving at decisions and achieving consensus.
- k. Ensure any pertinent discussions and decisions, by way of resolution or otherwise, are recorded accurately and that minutes are presented in a timely manner, as specified by the Compensation Committee Charter and the Board Mandate.
- l. Ensure the Compensation Committee meets in separate, in-camera, non-management sessions throughout the year.
- m. Ensure the Compensation Committee meets in separate, non-management, in-camera sessions with any internal personnel or outside advisors, as deemed necessary and appropriate, in order to make informed decisions and carry out their duties.
- n. Ensure attendance at Compensation Committee meetings is in alignment with expectation set forth in the Compensation Committee Charter and the Board Mandate.

3.3 *Board/Management Relationships*

- a. Facilitate and ensure that there is effective communication between the Compensation Committee and senior management, as necessary.

- b. Ensure the boundaries between Compensation Committee and management responsibilities are clearly defined and understood by both parties.

3.4 Compensation Committee Evaluations

- a. With the recommendation and aid of the Nominating and Corporate Governance Committee, administer an annual evaluation of the performance and functioning of the Compensation Chair and Compensation Committee.
- b. Receive the amalgamated responses of the Compensation Committee members and the Board members to the questions relating to the Compensation Committee on the evaluation form, and review the issues presented.
- c. With the necessary committees, and the appropriate members of senior management, facilitate improvements in areas of weakness identified by the annual evaluations.

3.5 Succession

- a. With the Nominating and Corporate Governance Committee, ensure there is a strategy and plan in place for the succession of the Compensation Chair.

3.6 Governance

- a. With the Nominating and Corporate Governance Committee, oversee the structure, composition, membership and activities delegated to the Compensation Committee.
- b. Ensure that the mechanisms for effective governance are in place and the Compensation Committee is alert to its obligations to the Company, shareholders, management and under the law and applicable regulations.
- c. Promote a healthy governance culture within the Compensation Committee.
- d. With the Nominating and Corporate Governance Committee, ensure the Compensation Committee is composed of entirely independent directors as per the definition provided in the Compensation Committee Charter.

3.7 Advisors

- a. Ensure that resources and expertise are available to the Compensation Committee so that it may conduct its work effectively and efficiently.
- b. Coordinate with the Compensation Committee to retain, oversee, compensate and terminate independent advisors to assist the Compensation Committee in its activities.

4.0 Review of Position Description

Once or more annually, as the Nominating and Corporate Governance Committee recommends, the Compensation Committee Chair position description will be fully evaluated and updates recommended to the Compensation Committee and the Board for consideration.

*The Compensation Chair Position Description is reviewed annually
by the:*

Corporate Secretary

Nominating and Corporate Governance Committee

Compensation Committee

Board of Directors

Initially Approved & Adopted: December 15, 2008

Reviewed & Renewed by the Board: November 13, 2009