

Compensation Committee

1. Composition

- a) The Committee shall consist of a minimum of three outside directors, the majority of whom shall be unrelated directors.
- b) A quorum for the transaction of business at all meetings of the Compensation Committee shall be a majority of members.

2. Terms of Reference

The Committee shall review and make recommendations to the Board concerning the following:

- a) The compensation policy with respect to employees of the Corporation or any of its subsidiaries ensuring that the Corporation is in compliance with all legal compensation reporting requirements;
- b) The compensation of the President and Chief Executive Officer and each of his/her direct reports;
- c) Management compensation programs including stock plans, incentive plans, and perquisites;
- d) The succession plans and process for key employees;
- e) Performance appraisal and management and employee development programs;
- f) Contingency plans in the event of the unexpected disability of key employees;
- g) Proposed personnel changes involving key employees reporting to the Chief Executive Officer;
- h) The adequacy and form of compensation of directors, ensuring that compensation realistically reflects the responsibilities and risks involved in being an effective director;
- i) The performance of any Pension Plans and the Pension Fund Managers with particular concern for:

- i. Funding issues and the matching of assets and obligations;
 - ii. The investment Policy Guidelines of the Fund Managers; and
 - iii. The firm to be employed by the Corporation as the Trustee and the Actuary and the Investment Managers;
- a) The administration of the 1995 Corporate Stock Option Plan and the Registered Retirement Savings Plan.