

HUMAN RESOURCES COMMITTEE MANDATE

A committee of the directors to be known as the "Human Resources Committee" (hereinafter referred to as the "Committee") is hereby established.

A. STRUCTURE

1. The Committee shall be composed of a minimum of three directors, all of whom shall meet the independence requirements of the Corporation's Corporate Governance Principles and the applicable rules and regulations of the stock exchanges on which the Corporation is listed, the U.S. Securities and Exchange Commission and the Canadian Securities Administrators.
2. The members of the Committee shall be appointed or reappointed at the organizational meeting of the Board of Directors (the "Board") concurrent with each Annual General Meeting of the shareholders of the Corporation. Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless they resign or are removed by the Board or 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.
3. The Board shall appoint a Chair from among the Committee members and the Chair shall set the agendas for Committee meetings. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present. The Chair presiding at any meeting of the Committee has a deciding vote in case of deadlock. The Committee shall also appoint a Secretary who need not be a director.

B. MEETINGS

1. The Committee shall meet at least semi-annually. The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the Committee members, provided that:
 - (a) a quorum for meetings shall be a majority of the members of the Committee, present in person or by tele- or video-conference that permits all persons participating in the meeting to communicate with each other;
 - (b) notice of the time and place of every meeting shall be given in writing, by electronic transmission or otherwise, 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; and
 - (c) the President and Chief Executive Officer of the Corporation (the "CEO") may not be present during voting or deliberations on his or her compensation.
2. The Committee shall report 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 Chair or any other member of the Committee designated by the Committee to make such report.
3. The Committee shall maintain minutes or other records of its meetings and activities.

C. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring responsibilities of the Committee. The Committee may carry out additional functions as may be appropriate in light of changing business, legislative and other conditions. The Committee shall also carry out any other responsibilities delegated to it by the Board from time to time.

The Committee, in carrying out its duties and discharging its oversight role, shall have the sole authority to retain independent compensation consultants, legal counsel and other advisors as it determines necessary, including the authority to set the fees payable to such experts at the Corporation's expense.

Human Resource Policies and Practices

1. Review annually and recommend to the Board for approval 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 other senior executive who reports directly to the CEO (collectively, the "Senior Executives") provided, however, that any Board member shall have the right to access more detailed information beyond that contained in such recommendation.
2. 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 Board member shall have the right to access more detailed information beyond that contained in such report.
3. Review and recommend to the Board for approval 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 officers of the Corporation or its subsidiaries.
4. 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.
5. Review annually and approve the corporate goals and objectives of the CEO and evaluate the CEO's performance based on the established goals and objectives.
6. Review annually and approve, on an aggregate basis, the remuneration of all employees other than the Senior Executives.
7. Review periodically the total remuneration of the Senior Executives in comparison with the remuneration practices of a comparator group of companies.
8. Review and monitor the executive development programs of the Corporation.
9. Review annually the Corporation's long-term plans and human resource policies for recruiting, developing and motivating employees of the Corporation.
10. Review annually and approve the Executive Compensation Discussion and Analysis and Statement of Executive Compensation sections contained in the Corporation's Information Circular.
11. Review annually the Corporation's compensation policies and practices, including to confirm (a) their alignment with the Corporation's risk management principles and (b) that they do not encourage inappropriate or excessive risk taking nor are they reasonably likely to have a material adverse effect on the Corporation.

Long Term Incentive Plan and Any Future Additional Replacement Components

1. Review and recommend to the Board for approval any proposed amendments to the Corporation's Long Term Incentive Plan and any waiver of early termination provisions therein for key employees who have been granted Long term Incentive awards and subsequently cease employment with the Corporation.
2. Review and recommend to the Board for approval 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.
3. Review and approve the waiver of early termination provisions of the Corporation's Stock Option Plan for key employees other than Senior Executives who cease employment with the Corporation.

Pension Plans

1. Review and approve the annual report on the operation and administration of the retirement plans for employees of the Corporation and its wholly-owned subsidiaries (collectively, the "Pension Plan") and related trust funds.
2. Review and approve any material amendments to the Corporation's Pension Committee Terms of Reference.
3. Discuss with management and approve the termination of the Pension Plan.

D. 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 annually review and assess the adequacy of its mandate and recommend to the Board for approval any improvements to the mandate that the Committee considers necessary or desirable.