

**COM DEV INTERNATIONAL LTD.  
CHARTER OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The Human Resources and Compensation Committee (HRC Committee) is a committee of the Board of Directors of COM DEV International Ltd. (the “**Corporation**”) with the primary function to assist the Board of Directors in fulfilling its oversight responsibilities by:

1. Recommending to the Board of Directors salary, bonus, annual management incentive, long term compensation, and other benefits, direct or indirect, and any change in control package of the Chief Executive Officer and manage the process of regular review which will allow the Board to approve changes to the terms of compensation for the CEO.
2. On the recommendation of the Chief Executive Officer, approve compensation elements and levels for the direct reports of the CEO, assure the competitiveness of compensation practices for other key management leaders, and assure the development of a succession plan that provides qualified business leaders for future growth and for the replacement of current senior management staff.
3. Oversight of administration of the Corporation’s stock option plans, long term compensation plans, incentive plans, outside director compensation plans, and such other compensation plans or structures as specified by the Board of Directors from time-to-time.
4. With the assistance of management, researching and identifying trends in Board of Directors and Senior Management compensation and benefits; and
5. With the assistance of management, the establishment and periodic review of the Corporation’s policies in the area of management benefits and perquisites.

**II. COMPOSITION AND MEETINGS**

The HRC Committee shall be comprised at all times of two or more directors as determined by the Board of Directors, each of whom shall be independent directors in accordance with Multilateral Instrument 58-201. A director is considered to be “independent” if he or she has no direct or indirect material relationship, which could in the view of the Board of Directors reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Corporation (and therefore shall be considered a “dependent” director) if he or she falls in one of the categories listed in Schedule “A” attached hereto. Each member will have, to the satisfaction of the Board, sufficient skills and/or experience that are relevant and will be of contribution to the carrying out of the mandate of the HRC Committee.

The members of the HRC Committee shall be elected by the Board of Directors and shall serve until their successors are duly elected. The Board of Directors may remove a member of the HRC Committee at any

time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board of Directors, the members of the HRC Committee may designate a Chair by majority vote of the full membership of the HRC Committee.

The HRC Committee shall meet at least once quarterly or more frequently as circumstances require. The HRC Committee may ask members of management or others to attend meetings or to provide information as necessary.

Quorum for the transaction of business at any meeting of the HRC Committee shall be a majority of the number of members of the HRC Committee. Meetings of the HRC Committee shall be held from time to time as the HRC Committee or the Chairman of the HRC Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

### **III. CHAIR OF HUMAN RESOURCES AND COMPENSATION COMMITTEE**

The prime responsibility of the Chairman of the HRC Committee is to provide leadership to the HRC Committee to ensure its effectiveness. Critical to meeting this accountability is ensuring that the Corporation has in place an appropriate and effective system of reviewing CEO's annual compensation, reviewing the compensation practices as they apply to Officers of the company and other key management leaders, and human resource strategic planning. The Chairman of the HRC Committee shall:

1. set the tone for the Committee's work;
2. set the agenda and chair Committee's meetings, and ensure distribution of meeting minutes;
3. oversee the logistics of the Committee's operations and ensure compliance with the HRC Committee Charter; and
4. report to the full Board of Directors on the HRC Committee's decisions, recommendations, and any matter where the Chair, in his/her judgment, decides that the full Board should be briefed on any Human Resources and Compensation matter.

### **IV. RESPONSIBILITIES AND DUTIES**

Responsibilities, duties and powers of the HRC Committee include:

1. Periodically reviewing and revising this Charter as necessary with the approval of the Board of Directors.
2. Providing periodic reports to the Board of Directors on Human Resources and Compensation matters.
3. Annually reviewing and making recommendations to the Board of Directors upon the recommendation of the executive officers through the Chief Executive Officer, with respect to the Corporation's overall compensation and benefits philosophies and programs for employees, including bonus and any incentive plans, deferred compensation and retirement plans and share purchase or issuance plans including other long term compensation.

4. Annually reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer's compensation and reviewing the results of the evaluation of his/her performance in light of those corporate goals and objectives, and based on such results, annually reviewing and making recommendations to the Board of Directors with respect to the Corporation's compensation and benefit programs for the Chief Executive Officer, including base salaries, bonuses, share purchase or issuance plans or other performance incentives, and other long term compensation.
5. Annually reviewing and approving corporate goals and objectives relevant to the compensation of each of the executive officers other than the Chief Executive Officer, and reviewing the results of the evaluation of his/her performance in light of those corporate goals and objectives, and based on such results and the recommendation of the Chief Executive Officer, annually reviewing and making recommendations to the Board of Directors with respect to the Corporation's compensation and benefit programs for the direct reports to the CEO, including base salaries, bonuses, share purchase or issuance plans or other performance incentives, and other long term compensation.
6. Reviewing and making recommendations to the Board of Directors with respect to the implementation or variation of stock option and/or share purchase plans, compensation and incentive plans, retirement plans and other long term compensation, including without limitation: (i) examining the use of stock options as a compensation mechanism, and reviewing at least annually the Corporation's options practices against the rules governing options grants and ensuring that the documentation to support options grants is adequately maintained; and (ii) examining the use of other forms of long term incentive compensation, and reviewing at least annually the Corporation's practices around the granting of such compensation against the rules governing such grants and ensuring that the documentation to support such grants is adequately maintained.
7. The HRC Committee shall prepare a report on executive compensation on an annual basis as required by applicable securities laws. The HRC Committee is also responsible to review all other executive compensation disclosure, including without limitation examining the Corporation's executive compensation.
8. The HRC Committee is responsible for reviewing and recommending to the Board the compensation of the Board of Directors including annual retainer, meeting fees, option grants and other benefits conferred upon the Board of Directors.
9. Periodically, the HRC Committee shall engage outside advisors at the Corporation's expense, to assist in determining if the levels and composition of the Corporation's compensation are generally consistent with those prevailing for similar corporations in Canada in the same industry sectors as the Corporation.
10. Institute and review on an annual basis succession plans for the Executive Management and succession plans for the top operations executives for each operating unit of the corporation. Provide feedback to the CEO on any aspect of succession planning where the committee sees a risk to the corporation.

11. Review on an annual basis the Corporation's senior management organization structure as it relates to the future requirements of the company. Provide feedback to the CEO on any aspect of weakness in the organization structure.
12. At the invitation of senior management staff, assist and participate in hiring executive officers and key senior management staff.

The Human Resources and Compensation Committee is responsible for reviewing and submitting to the Board of Directors recommendations concerning compensation, succession planning, organization and management bench strength. The Board has the authority to delegate specific matters for decision by the Human Resources and Compensation Committee. In the absence of such specific delegation, the Board of Directors shall have responsibility to approve the recommendations of the Committee.

The Human Resources and Compensation Committee shall have responsibility for assuring that the Corporation meets its disclosure obligations in the area of executive compensation. The committee shall review and approve the final documentation that will be published annually to disclose the compensation of senior executives and Board members.

Approved by the Board of Directors on December 10, 2008.

**SCHEDULE "A"**

The following individuals are considered to have a material relationship with the Corporation:

- (a) an individual who is, or has been, within the last 3 years, an employee or executive officer of the Corporation;
- (b) an individual whose immediate family member is, or has been, within the last 3 years, an executive officer of the Corporation;
- (c) an individual who:
  - i. is a partner of a firm that is the Corporation's external auditor,
  - ii. is an employee of that firm, or
  - iii. was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
  - i. is a partner of a firm that is the Corporation's external auditor,
  - ii. is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice; or
  - iii. was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Corporation's current executive officers serves or has served at the same time on the entity's compensation committee; and
- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Corporation received, more than \$75,000 in direct compensation from the Corporation during any 12 month period within the last three years other than as remuneration for acting in his or her capacity as a member of the Board of Directors or any Board committee, provided that an individual will not be considered to have a material relationship with the Corporation if such relationship is described in (a) to (f) hereof and ended before March 31, 2004.

For the purposes of clauses (c) and (d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

For the purposes of clause (f), direct compensation does not include:

- i. remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
- ii. the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

An individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

- i. has previously acted as an interim chief executive officer of the issuer, or
- ii. acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

For the purposes of this definition, the “Corporation” includes a subsidiary entity of the Corporation or a parent of the Corporation provided that an individual will not be considered to have a material relationship with such entity if the relationship ended before June 30, 2005