

## **STOCK OPTION AND COMPENSATION COMMITTEE**

The Stock Option and Compensation Committee shall be composed of at least three (3) members, one of whom must be an Independent Director. It shall establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment.

The Board of Directors may create such other committees as may be necessary or convenient for the operations and management of the Corporation, define their functions and responsibilities, and determine their composition.