

## STELLA-JONES INC.

### REMUNERATION COMMITTEE MANDATE

1. **Formation.** The Board of Directors may appoint annually from its members a Remuneration Committee consisting of such number of members as the Board of Directors may from time to time determine, but not less than three.

The Remuneration Committee shall determine its own organization and procedure, except as provided in the By-Laws of the Corporation or as may be otherwise determined by the Board of Directors.

2. **Tenure and office.** All members of the Remuneration Committee shall be appointed by the Board of Directors. The Board of Directors may remove from office any member of the Remuneration Committee, with or without cause. Any vacancy in the membership of the Remuneration Committee may be filled by the Board of Directors. All members of the Remuneration Committee shall cease to be in office at the close of each annual meeting of shareholders.

3. **Powers.** The Remuneration Committee shall make recommendations to assist the Board of Directors on any matter regarding remuneration including, without limiting the generality of the foregoing, the following:

- establishing general compensation policies pertaining to wages, bonuses and any other form of compensation for all the employees of the Corporation;
- evaluating the performance of the President and CEO, and senior executives of the Corporation;
- determining the remuneration of the President and CEO, senior executives and directors of the Corporation;
- granting options under the Stock Option Plan of the Corporation;
- payment of bonuses to employees of the Corporation;
- recommending incentive compensation plans and equity-based plans; and
- developing long-range plans and policies for management succession, recruiting, developing and motivating personnel.

The Remuneration Committee shall be authorized to engage and compensate such outside compensation advisors as it deems necessary to assist it in carrying out its duties.

Additionally, the Remuneration Committee shall be responsible for reviewing the executive compensation disclosure in the Corporation's management proxy circular and any offering document before their public release.

4. **Signed resolution.** A resolution in writing signed by all the members of the Remuneration Committee entitled to vote on that resolution at a meeting of the Remuneration Committee is as valid as if it had been passed at a meeting of the Remuneration Committee. A copy of every resolution referred to in this paragraph shall be kept with the minutes of the meetings of the Remuneration Committee.
5. **Chairman, quorum and procedure.** The Remuneration Committee shall have the power to appoint a Chairman and a Vice-Chairman, to fix its quorum, which quorum shall consist of not less than a majority of its members, and to determine its procedure.
6. **Meetings.** Meetings of the Remuneration Committee may be held at the registered office of the Corporation or at such other places within or without Canada as the Remuneration Committee may from time to time determine. Meetings of the Remuneration Committee may be called by or by the order of the President, the Chairman of the Remuneration Committee, the Vice-Chairman or any two (2) members thereof.