



**GLANCE TECHNOLOGIES INC.**  
(the “Corporation”)

**COMPENSATION COMMITTEE CHARTER**

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**Objectives**

The Compensation Committee will assist the Board of Directors in fulfilling its oversight responsibilities for:

1. executive compensation (including philosophy and programs);
2. management development and succession planning;
3. board compensation; and
4. broadly applicable compensation and benefit programs.

**Membership**

The Board of Directors shall appoint annually from among its members a Compensation Committee to hold office for the ensuing year or until their successors are elected or appointed. The Compensation Committee shall be composed of at least three directors, and not more than four directors, the majority of whom shall be “independent” (as such term is defined in National Instrument 52-110 – Audit Committees) provided that the Corporation has sufficient “independent” directors to ensure a majority of the Compensation Committee is “independent”.

The Board of Directors may from time to time designate one of the members of the Compensation Committee to be the Compensation Committee Chair and, unless otherwise determined by the Board of Directors, the Secretary of the Corporation shall be the Secretary of the Compensation Committee.

**Meetings and Participation**

The Compensation Committee shall meet from time to time as circumstances dictate, but no less than twice annually. The Chair or any two members of the Compensation Committee may call a meeting of the Compensation Committee. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. The agenda will be set by the Compensation Committee Chair.

The Corporation’s Chief Executive Officer shall act as management liaison with the Compensation Committee. The Compensation Committee may invite such officers, directors and employees of the

Corporation as it may see fit from time to time to attend meetings of the Compensation Committee and assist in the discussion of the Compensation Committee.

No business may be transacted by the Compensation Committee except at a meeting of its members at which a quorum of the Compensation Committee is present. A quorum for meetings of the Compensation Committee is a majority of its Members.

The Compensation Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be approved by Compensation Committee members and available as soon as possible to the Board of Directors.

### **Duties, Powers, and Responsibilities**

In discharging its responsibilities, the Compensation Committee shall:

#### **(a) Executive Compensation**

- Review and approve on an annual basis the corporate goals and objectives relevant to the CEO's compensation. The Compensation Committee shall evaluate at least once a year the CEO's performance in light of established goals and objectives and, based on such evaluation, shall, together with all other independent members of the Board of Directors, determine and approve the CEO's annual compensation, including, as appropriate, salary, bonus, incentive and equity compensation.
- Review and approve on an annual basis the evaluation process and compensation structure for the Corporation's executive officers, including an annual Executive Salary Administration Program under which the parameters for salary adjustments (at the discretion of the CEO) for officers are established.
- Review and make recommendations to the Board of Directors with respect to the adoption, amendment and termination of the Corporation's management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Compensation Committee by any of those plans.
- Assess the competitiveness and appropriateness of the Corporation's policies relating to the compensation of the executive officers.

#### **(b) Management Development and Succession Planning**

- Review management's long-range planning for executive development and succession.

#### **(c) Board Compensation**

- Annually review and recommend to the Board of Directors a compensation package for members of the Board of Directors. In considering the Director compensation package, the Compensation Committee may take into consideration the relative responsibilities of Directors in serving on the Board of Directors and its various committees. The Compensation Committee may request that management report to the Compensation Committee periodically on the status of the Board of Directors' compensation package in relation to other similarly situated companies.
- Directors who are employees of the Corporation shall not be compensated for their services as Directors.

- The Compensation Committee shall review annually any stock ownership guidelines applicable to Directors and shall recommend to the Board of Directors revisions to any such guidelines as appropriate.

(d) **Broadly Applicable Compensation and Benefit Programs**

- Review the general design and make-up of the Corporation's broadly-applicable benefit programs as to their general adequacy, competitiveness, internal equity, and cost effectiveness.
- Annually review the performance of the Corporation's pension plans.
- Perform other review functions relating to management compensation and human resources policies as the Compensation Committee deems appropriate.

(e) **Other Responsibilities and Matters**

- Report through its Chair to the Board of Directors following meetings of the Compensation Committee.
- Review annually the adequacy of this Charter and confirm that all responsibilities have been carried out.
- Evaluate the Compensation Committee's and individual member's performance on a regular basis and report annually to the Board of Directors the result of its annual self-assessment.
- Review executive compensation disclosure before the Corporation publicly discloses that information in the information circular.
- Review material employee complaints with management related to employment matters that could lead to litigation.

**Authority**

The Compensation Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors employed by the Compensation Committee at the cost of the Corporation without obtaining Board of Directors approval, based on its sole judgment and discretion. The Compensation Committee shall have the ultimate authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for the CEO or other management and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities, the Compensation Committee shall have full access to any relevant records of the Corporation.