



COMPENSATION COMMITTEE MANDATE

The Compensation Committee of the Board of Directors consists of three or more directors, all of whom shall be independent. The Committee meets at least annually or more frequently as needed.

The goals of the Compensation Committee of the Board of Directors are to enable the Company to attract, retain and motivate the most qualified talent who will contribute to the long term success of the Company by:

1. aligning compensation with the Company's business objectives and performance; and
2. aligning incentives with the interests of stockholders to maximize shareholder value.

The Committee's primary responsibilities include developing compensation recommendations for the approval of the full Board for the Company's executive officers' and the Board Directors. Compensation includes but is not limited to salary, bonuses, benefits, stock option grants, stock purchases and other compensation as appropriate. Additionally, the Committee will review and make recommendations to the full Board on all matters pertaining to bonus plans, salary policy, stock option and stock purchase plans for all other employees.

The Committee will also recommend to the full Board the written objectives of the CEO and his direct reports. The committee, with the Chairman of the Board, will annually assess the performance of the Chief Executive Officer. The Committee also reviews and assesses a plan of succession for the CEO. The Committee also ensures there are appropriate training, development and benefit programs in place for management and staff.

The Committee is able for ensuring that there is an appropriate Code of Corporate Conduct for the Company and for reviewing compliance with the Code.

The Company emphasizes the importance of clearly communicating performance objectives and works to ensure that performance – based compensation is competitive with the market place.

The Company intends to annually review its compensation practices by comparing them to surveys of relevant competitors and set objective compensation based on this review.

The Committee shall review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and when necessary, will recommend changes to the Board of Directors for its approval.