

MOSAID TECHNOLOGIES INCORPORATED

HUMAN RESOURCES COMMITTEE MANDATE

Appointment and Removal

The Human Resources Committee (“**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of MOSAID Technologies Incorporated (“**MOSAID**”), consisting of not fewer than three directors, constituted with all the powers and duties conferred on it by the laws governing MOSAID and such powers and duties as may be conferred on it from time to time by resolution of the Board. The members of the Committee (the “**Members**”) and, from amongst the Members, the Chairperson of the Committee, are appointed by the Board annually. Any Member may be removed or replaced at any time by the Board. A Member shall cease to be a Member upon ceasing to be a MOSAID director.

Qualifications

All Members must be “independent” according to applicable laws, rules and regulations and, in general, must be free from any relationship that could or could reasonably be perceived to, in the opinion of the Board, interfere with the Member acting in MOSAID’s best interests. All Members must have some background and experience in compensation and other human resource matters.

Structure and Reporting

The Committee meets as required, typically two or three times a year. A majority of the Committee shall constitute quorum. The Chief Executive Officer (the “**CEO**”), Chief Financial Officer (the “**CFO**”) and General Counsel (“**GC**”) shall attend Committee meetings upon the Committee’s request and, subject to the Committee requesting otherwise, the Corporate Secretary, or his designee, shall act as secretary at all Committee meetings.

The Committee shall report to the Board on all proceedings, deliberations, decisions and recommendations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board may require or as the Committee may, at its discretion, consider advisable.

Authority

The Committee shall have unrestricted access to MOSAID personnel and documents, and shall be provided with the resources necessary to carry out its duties. The Committee may, at its sole discretion and at MOSAID’s expense, retain, and agree to compensate, outside advisors to assist with the performance of its duties.

Purpose and Responsibilities

The purposes of the Committee are to review, monitor and approve certain matters relating to the compensation of MOSAID's CEO and other senior executives (the "**Senior Executives**") and to assist the Board in its oversight of MOSAID's human resource strategies. In furtherance of those purposes, as delegated by the Board, the Committee shall:

- (a) recommend to the Board the appointment/termination of the CEO;
- (b) annually, review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those corporate goals and objectives;
- (c) annually, review the results of the CEO's Performance Management Program with the Chairperson of the Board;
- (d) based on recommendations from the CEO, approve the appointment, promotion and termination of the other Senior Executives;
- (e) annually, review and make recommendations to the Board with respect to the compensation level of the CEO and the other Senior Executives, including any special bonuses to be paid to such individuals;
- (f) annually, review and approve the actual compensation to be paid to the CEO and the other Senior Executives;
- (g) annually, review and recommend to the Board the amount, determination and payment of remuneration by MOSAID to the directors in light of their time commitment, fees paid by comparable companies and their responsibilities;
- (h) monitor and, annually, review and recommend to the Board MOSAID's compensation and benefit programs;
- (i) review data from independent sources relative to competitive executive, non-executive and non-employee director compensation plans as they relate to the Corporation's compensation plans;
- (j) review executive compensation disclosure prior to its public disclosure by MOSAID;
- (k) establish and monitor the terms and conditions of MOSAID's stock option, stock purchase and any other equity based plans (the "**Plans**") and any

related agreements and amendments to such Plans and recommend changes to the Board as necessary;

- (l) act as the Board committee responsible for administering the Plans;
- (m) review and recommend to the Board annual equity awards under the Plans;
- (n) review and approve, from time to time, the authority delegated to the CEO for stock option awards to new hires;
- (o) review and recommend to the Board the succession plan for the CEO and the other Senior Executives;
- (p) assist the CEO by reviewing and recommending to the Board major organizational changes and significant new human resources policies/programs or material changes to existing human resource policies and programs;
- (q) ensure that MOSAID's human resource policies are in compliance with applicable laws and regulations;
- (r) review and monitor MOSAID's overall employment environment;
- (s) consider any other human resources issues as the Committee considers appropriate or as may be referred to the Committee by the Board; and
- (t) annually review this Mandate and any other documents used by the Committee in fulfilling its responsibilities.

Chairperson

The Chairperson's primary role is to ensure that the Committee functions properly, meets its obligations and responsibilities, fulfils its purpose, and that its organization and mechanisms are in place and are working effectively. Specifically, the Chairperson shall:

- (a) chair meetings of the Committee;
- (b) in consultation with the Chairperson of the Board, the Members, the CEO, the CFO, the GC and the Corporate Secretary, set the agenda for the meetings of the Committee;
- (c) in collaboration with the Chairperson of the Board, the CEO, the GC and the Corporate Secretary, ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Members in advance of such meetings in order that Members may properly inform themselves on matters to be acted upon;

- (d) assign work to Members;
- (e) act as liaison and maintain communication with the Chairperson of the Board and the Board to optimize and co-ordinate input from directors and to optimize the effectiveness of the Committee; and
- (f) provide leadership to the Committee with respect to its functions as described in this Mandate and as otherwise may be appropriate.