



CO₂ SOLUTIONS INC. MANDATE OF THE CORPORATE GOVERNANCE & HUMAN RESOURCES COMMITTEE

1. PURPOSE

The Corporate Governance and Human Resources Committee (the “Committee”) is a standing committee of the Board of Directors of CO₂ Solutions Inc. (the “Corporation”). The primary functions of the Committee are to assist the Board of Directors in developing the Corporation’s approach to corporate governance and human resource issues and to advise the Board of Directors in identifying new director nominees, filling vacancies on the Board of Directors, in establishing the composition of committees of the Board of Directors and the chairpersons of the committees, and to assist the Board of Directors in developing the Corporation’s approach to executive compensation and director compensation and to periodically review the compensation of the Board of Directors. In addition, the Committee shall assist the Board of Directors in determining compensation of senior management, review annually the President and Chief Executive Officer’s goals and objectives for the upcoming year, perform an annual appraisal of the President and Chief Executive Officer’s performance, and administer and make recommendations regarding the operation of the long term and other incentive plans.

In addition, the Committee shall assist the Board of Directors in evaluating the effectiveness of the Board of Directors and the committees of the Board of Directors.

2. STRUCTURE AND OPERATIONS

The Committee shall be comprised of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with National Policy 58-201 – *Corporate Governance Guidelines*, as amended. No member of the Committee shall be an executive officer or employee of the Corporation, or of any affiliate of the Corporation.

The members of the Committee shall be appointed annually by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority of the Board of Directors.

The Chairperson (“Chair”) shall be appointed annually by the Board of Directors. The Chair shall not be entitled to a casting vote, and instead will refer any matter which results in a tie vote to the full Board of Directors for consideration and resolution. The Chair will set the agendas for Committee meetings and chair all meetings of the Committee unless the Chair is not present at such meeting in which case the members present shall elect a chair for the conduct of the meeting. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

3. MEETINGS

The Committee shall meet as frequently as required to fulfill its mandate. The Chairman of the Board of Directors or any member of the Committee may call meetings of the Committee.

The Committee may invite to its meetings any directors of the Corporation, management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee members, but not less than two, will constitute a quorum. A majority of members present at any meeting at which a quorum is present may act on behalf of the Committee. The

Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.

The Chair of the Committee shall designate a person, who need not be a member thereof, to act as Secretary, who shall record the proceedings of the meetings. The agenda of each meeting will be prepared, upon consultation with the Chair, and, whenever reasonably practicable, circulated to each member prior to each meeting.

The Committee shall maintain minutes or other records of meetings and activities of the Committee.

4. RESPONSIBILITIES, DUTIES, AUTHORITY

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities as outlined in Section I of this Mandate. These functions should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties related to the purposes of the Committee outlined in Section I of this Mandate delegated to it by the Board of Directors from time to time.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Corporate Governance

Constituting Documents

The Committee shall, at such times as the Committee deems appropriate, consider the adequacy of the Corporation's Articles of Incorporation and By-laws and recommend to the Board of Directors, as conditions dictate, amendments to the Articles of Incorporation and By-laws of the Corporation.

Corporate Governance Principles

The Committee shall be responsible for developing and periodically reviewing the Corporation's approach to corporate governance issues, recommend a set of corporate governance principles and keep abreast of current developments with regard to corporate governance to enable the Committee to make such recommendations to the Board of Directors in light of such developments as may be appropriate.

Code of Business Principles and Ethics

The Committee shall be responsible for developing and periodically reviewing a written code of business principles and ethics applicable to directors, officers and employees of the Corporation.

Nomination and Evaluation of Board of Directors

Nominations

The Committee shall identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend same to the Board of Directors for all directorships to be filled by the Board of Directors, or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgement, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a then current need on the Board of Directors.

Background Checks

The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for the Board of Directors.

Search Firms

The Committee shall have authority to retain and to terminate any search firm to assist it in identifying candidates to serve as directors of the Corporation, including the authority to approve fees payable to such search firm and any other terms of retention.

Performance Review

The Committee shall periodically, and not less than annually, review the evaluations carried out by directors regarding the effectiveness of the Board of Directors and the committees and report the results to the Board of Directors for the purpose of improving the overall governance of the Corporation and the performance of the Board of Directors and its committees.

Committee Selection

Composition of Committees

The Committee shall recommend members of the Board of Directors to serve on the committees of the Board of Directors, (including in the capacity of Chair of such committees), giving consideration to the criteria for service on each committee as set forth in the mandate for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

Compensation of the Board of Directors

Compensation

The Committee shall review and recommend to the Board of Directors the adequacy and form of compensation for the directors of the Corporation and, in doing so, among other things, take into account the compensation levels for boards of directors of comparable businesses.

Evaluation and Compensation of Executive Officers

Compensation Philosophy

The Committee shall establish and review as may be required the overall compensation philosophy of the Corporation, including annually reviewing and recommending to the Board of Directors the President and Chief Executive Officer's corporate goals and objectives for the upcoming year.

Appraisal of President and Chief Executive Officer Performance

The Committee shall annually perform an appraisal of the performance of the President and Chief Executive Officer in light of the corporate goals and objectives and, based on such appraisal, review and recommend to the Board of Directors the annual salary, bonus, any awards under the stock option plan and other benefits, direct and indirect (collectively, the "Compensation") of the President and Chief Executive Officer having regard to existing contractual relationships and those matters contemplated by Paragraph 13 below. The Committee shall provide a report with respect to the appraisal and review to the Board of Directors.

Recommendation of Non-CEO Executive Compensation

The Committee shall ensure that the President and Chief Executive Officer annually evaluates the performance of the other executive officers of the Corporation and provides a recommendation to the Committee regarding the compensation to be provided to such executive officers having regard to existing contractual arrangements and those matters contemplated by Paragraph 13 below.

The Committee shall review the recommendations and make recommendations in that regard to the Board of Directors.

Executive Compensation Review

In connection with executive compensation programs the Committee shall:

- (a) review and recommend to the Board of Directors new executive compensation programs as may be required to support the Corporation's objectives and strategy;
- (b) review on a periodic basis the operations of the Corporation's executive compensation programs to determine whether they are properly co-ordinated and achieving their intended purpose(s);
- (c) establish and periodically review policies for the administration of executive compensation programs; and
- (d) take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.

Review of Contracts and Transactions

The Committee shall review and make recommendations to the Board of Directors regarding any contracts or other transactions with current or former executive officers of the Corporation, including service agreements, employment agreements and severance or termination arrangements.

Loans, Guarantees and Compensation Advances to Executive Officers and Employees

Any loans, compensation guarantees or advances by the Corporation to any executive officers or employees of the Corporation shall be approved in advance by the Committee.

Consultants

The Committee shall have the authority to select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee for the purpose of accomplishing its mandate and the Committee shall have authority to approve such consultant's fees and other retention terms.

Stock Option Plan

The Committee shall oversee the administration of the Corporation's stock option plan in accordance with the terms of the plan. The Committee shall also review and make recommendations to the Board of Directors in regard to such plan, including any amendments thereto.

Non-Equity Based Benefit Plans

The Committee shall oversee the Corporation's non-equity based benefit plan offerings, in particular benefit plans, bonus plans and perquisites made available to executives.

Executive Compensation Disclosure

Review of Disclosure

The Committee shall annually review the executive compensation disclosure of the Corporation before such information is publicly disclosed.

Investigations

Investigations by Counsel

The Committee shall direct, when the Committee deems it necessary or appropriate, any legal or special counsels' investigation of special areas of concern relating to the matters covered by this Mandate.

Reports to the Board of Directors

Reports and Recommendations

In addition to such specific reports and recommendations provided elsewhere in this Mandate, the Committee shall report regularly to the Board of Directors following meetings of the Committee and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and provide such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

General

Independence

The Committee may consider questions of independence and possible conflicts of interest of members of the Board of Directors.

General

The Committee shall perform such other duties and exercise such powers as may from time to time be assigned to or vested in the Committee by the Board of Directors, and such other functions as may be required of the Committee by law, regulations or applicable stock exchange rules.

5. ANNUAL REVIEW OF PERFORMANCE AND MANDATES

Annual Review

The Committee members shall perform a review and evaluation, annually, of the performance of the Committee and its chair, including a review of the compliance of the Committee with this Mandate. In addition, the Committee shall evaluate the adequacy of this Mandate annually and recommend any proposed changes to the Board of Directors.

Committee Mandates

The Committee shall perform an annual review of the mandates of the Board of Directors and of the committees of the Board of Directors for the purpose of reviewing their adequacy and coordination among all such committees and shall recommend any proposed changes to the Board of Directors.