

**CHARTER FOR THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS (the "Board") OF  
INTERNATIONAL ENEXCO LTD.  
(Adopted by the Board on July \_\_, 2005)**

**1.0 Purpose of the Committee**

1.1 The purpose of the Compensation Committee is to assist the Board in discharging its duties relating to compensation of the executive officers of the Corporation.

**2.0 Members of the Compensation Committee**

2.1 The Compensation Committee shall consist of no less than three Directors, a majority of whom shall be "independent" as defined under Multilateral Instrument 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

**3.0 Meeting Requirements**

3.1 The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities. Without a meeting, the Committee may act by unanimous written consent of all members.

3.2 The Committee may meet by telephone conference call or by any other means permitted by law or the Company's by-laws. A majority of the members of the Committee shall constitute a quorum.

3.3 Minutes will be kept of each meeting of the Compensation Committee.

**4.0 Committee Responsibilities**

4.1 The Committee shall be responsible for:

- i. reviewing and approving corporate goals and objectives relative to the compensation of the Chief Executive Officer (CEO), evaluating the CEO's performance in light of those goals and objectives, and making recommendations to the board with respect to the CEO's compensation level based on this evaluation;
- ii. making recommendations to the Board with respect to the compensation of other senior management and executive officers of the Company;
- iii. reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director;
- iv. reviewing and making periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive compensation plans and equity based plans;
- v. reviewing directors and officers compensation disclosure before the Company discloses this information;
- vi. review and recommend to the Board the granting and pricing of stock options to employees and directors;
- vii. annually review the Company's stock option plan and all other employee incentive programs;
- viii. performing such other functions as the Board may from time to time assign to the Committee
- ix. approving all special perquisites, special cash payments, bonuses and other special compensation and benefit arrangements for the Company's executive officers; and
- x. reviewing its charter from time to time and recommending any changes thereto to the Board.

**5.0 Miscellaneous**

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.