

ETRION CORPORATION
(the “Corporation”)
COMPENSATION COMMITTEE MANDATE
OF THE BOARD OF DIRECTORS (the “Board”)

Purpose

1. The purpose of the Compensation Committee is to:
 - (a) review and approve corporate goals and objectives relevant to Chief Executive Officer and director performance and evaluate performance to determine compensation;
 - (b) make recommendations to the Board regarding compensation including incentive and equity-based compensation plans; and
 - (c) review director and executive officer compensation disclosure prior to its public disclosure.

Composition and Process

2. Following each annual meeting of shareholders of the Corporation, the Board shall appoint not less than three directors to serve on the Compensation Committee, each of whom shall be independent as that term is defined in the then current laws applicable to the Corporation.
3. The Chairman of the Compensation Committee shall be appointed by the Board and shall be independent as that term is defined in then current laws applicable to the Corporation.
4. Any member of the Compensation Committee may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation. Each member of the Compensation Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member resigns or is replaced, whichever first occurs.
5. If all members consent, and proper notice has been given or waived, a member or members of the Compensation Committee may participate in a meeting of the Compensation Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.
6. The Compensation Committee is responsible to meet as often as required to discharge its duties.
7. The Chairman of the Compensation Committee appointed by the Board will, in consultation with management and the members of the Compensation Committee, determine the schedule, time and place of meetings, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members and other attendees with sufficient time for study prior to the meeting.
8. A quorum for the transaction of business at all meetings of the Compensation Committee shall be a majority of the members of the Compensation Committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the Compensation Committee present.

9. The Compensation Committee may invite such individuals including directors, officers 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 and consideration of the business of the Compensation Committee, but without voting rights.
10. The Compensation Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may, from time to time, require.
11. The Compensation Committee shall choose as its secretary such person as it deems appropriate.
12. The Compensation Committee has the authority to delegate authority to individuals or sub-Committees of the Compensation Committee.

Duties and Responsibilities

13. Subject to the powers and duties of the Board, the Board hereby delegates to the Compensation Committee the following powers and duties to be performed by the Compensation Committee on behalf of and for the Board:
 - (a) in making all compensation recommendations to the Board, the Compensation Committee shall take into consideration:
 - (i) the duties of each individual, his or her past service and continuing responsibilities;
 - (ii) the position or job description of individuals, their short and long-term objectives, goals and performance measurement indicators;
 - (iii) the Corporation's performance and shareholder returns; and
 - (iv) the form and amount of compensation awarded by comparable companies and competitors; and
 - (b) make recommendations to the Board, taking into account any evaluations the Compensation Committee feels are necessary, regarding:
 - (i) the amount and form of compensation to award to directors, the Chairman of the Board and the Chairman of each committee;
 - (ii) proposals for the compensation of executive officers and management, including salary, bonus, options, perquisites, retirement allowances and all other forms of proposed compensation;
 - (iii) all incentive and equity-based compensation plans and all proposed grants of securities under such plans;
 - (iv) the approval of agreements relating to employment, consulting and management to be entered into by the Corporation and senior management;
 - (iv) employee benefit and retirement plans; and

- (c) review the Corporation's compensation policy, plans, policies and programs and other specific compensation arrangements to assess whether they meet the Corporation's risk profile and to ensure they do not encourage excessive risk taking by the recipient of such compensation; and
- (d) review the disclosure with respect to compensation matters contained in the Corporation's annual management information circular and provide to the Board a recommendation as to whether such disclosure should be approved.

Reporting

- 14. The Compensation Committee is responsible, following each meeting, to report to the Board regarding its activities, findings and recommendations.

Governance

- 15. The Compensation Committee is responsible to annually review, and in its discretion make recommendations to the Board regarding confirmation of or changes to be made to its Mandate and the position description of its Chairman.

Advisors

- 16. The Compensation Committee has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Compensation Committee in the discharge of its duties.