

COMPENSATION COMMITTEE CHARTER

CEMATRIX CORPORATION

Purpose

1. The purpose of the Compensation Committee is to:
 - (a) review and approve the Corporation's compensation and benefit plans;
 - (b) approve goals and objectives, and performance against these goals and objectives, for the President and Chief Executive officer, and recommending to the Board all Chief Executive compensation; and
 - (c) review and approve total compensation for the senior executives and the Board.

Composition

2. The Compensation Committee will be comprised of at least three members of the Board.
3. Each member of the Compensation Committee shall be "independent" for the purposes of applicable Canadian securities law and applicable rules of any exchange on which the Corporation's shares are listed.
4. The members shall be appointed by the Board from time to time, and shall hold office until the next annual meeting, or until their successors are earlier appointed, or until they cease to be directors of the Corporation.
5. Where a vacancy occurs at any time in the membership of the compensation Committee, it may be filled by the Board on the recommendation of the Compensation Committee.

Meetings

6. The Chair, or any two members of the Compensation Committee, may call a meeting of the Compensation Committee.
7. The Chair of the Compensation Committee shall be appointed by the Board.
8. A quorum for a meeting of the Compensation Committee shall be a majority of members present in person or by telephone conference call.
9. If the Chair of the Compensation is not present at any meeting of the Compensation Committee, one of the other members of the Compensation Committee present at the meeting shall be chosen by the members of the Compensation Committee in attendance to preside at the meeting; and
10. Notice of the time and place of every meeting shall be given in writing, by email or facsimile to each member of the Compensation Committee at least 24 hours prior to the time fixed for such meeting, provided that a member may in any manner waive a notice of meeting.

Responsibilities

11. The Compensation Committee is responsible to:
 - (a) determine and approve the compensation for directors and officers;
 - (b) review and recommend to the Board, goals and objectives relevant to the President and Chief Executive Officer's compensation and conduct an annual review and assessment of the performance against these goals and objectives of the President and Chief Executive Officer, review annually, the performance of the senior officers of the Corporation;

- (c) consider and approve the salary and other remuneration, to be awarded to senior executives of the Corporation and make recommendations to the Board on the remuneration package of the President and Chief Executive Officer;
- (d) consider and recommend to the Board, share ownership targets for senior executive officers and monitor compliance with the share ownership policy for senior executives;
- (e) review and approve any agreements with senior executives with respect to compensation, benefits, or termination arrangements and oversee administration of any such agreements as required;
- (f) Review with the President and Chief Executive officer existing management resources and plans, including recruitment and training programs, for ensuring that qualified personnel will be available for succession to senior executive officer positions in the Corporation, an report on this matter to the board at least once each year;
- (g) Approve and review with the President and Chief Executive Officer of the Corporation the Corporation's compensation philosophy and benefit plans in relation to the Corporation's business strategy;
- (h) Consider and approve the Corporation's stock option plan, in accordance with the requisite plan text and relevant legislation, to be confirmed by the Corporation's shareholders at each annual meeting, and do such other things including the following:
 - (i) review any changes to the option plan text and recommend to the Board the adoption of any changes;
 - (ii) approve the designation of employees, directors, consultants or others who are to participate in the stock option plan;
 - (iii) approve grants for each participant and any applicable terms and conditions pursuant to the plan texts of such grants including but not limited to; term, price, vesting and performance requirements;
 - (iv) review and monitor the entire stock option plan and effects this has on dilution and overall corporate expense;
 - (v) consider and recommend to the Board any requirement for shares to be set aside from the authorized and unissued shares of the Corporation; and
 - (vi) approve and recommend to the Board any significant amendments to the stock option plan or the discontinuance or substitution thereof.

Reporting

12. The Compensation Committee is responsible, following each meeting, to report to the Board regarding its activities, findings, recommendations, any issues that arise with respect to the Corporation's compensation.

Governance

13. The Compensation Committee is responsible to annually review and in its discretion make recommendations to the Board regarding changes to its Mandate.

Materials

14. The Compensation Committee has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

Advisors

15. 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.

Adopted and approved by the Board: March 12, 2012