

BURNTSAND INC.

COMPENSATION COMMITTEE

CHARTER

Committee Mission. The Committee acts on behalf of the Burntsand Board of Directors in the best interests of the Corporation and its shareholders with regard to compensation programs (including incentive compensation and employment and change of control contracts, and equity compensation), executive performance, employee benefit and compensation matters, and organizational issues, and the preparation of any report on executive compensation, to be included in the Corporation's annual proxy statement.

Members of the Committee are appointed by the Board of Directors and shall serve at the pleasure of the Board. The Board of Directors shall appoint the Committee Chair.

The Committee shall conduct and review with the Board of Directors annually an evaluation of the Committee's performance with respect to the requirements of this Charter.

The Committee shall make regular reports of its meetings to the Board of Directors.

The Committee shall have the sole authority to retain and terminate compensation consultants to assist in the evaluation of senior executive officer compensation and the sole authority to approve the fees and other retention terms of such compensation consultants.

Functions, Duties and Authorities. The Compensation Committee shall:

- 1) as to senior executive performance:
 - (a) annually review and approve corporate goals and objectives for purposes of assessing the performance of the Chief Executive Officer and the Corporate Senior Executives (as defined below),
 - (b) conduct an annual review, with input from the full Board, of the performance of the Chief Executive Officer.
 - (c) annually review with the Chief Executive Officer the performance of the Corporate Senior Executives, with particular attention to the Chief Executive Officer's direct reports and the other most senior officers of the Corporation. The term "Corporate Senior Executive" means an officer of the Corporation that (i) is a direct report to the Chief Executive Officer, (ii) participates in the Annual Incentive Plan.
- 2) as to compensation:
 - (a) provide guidance and oversight for the overall corporate compensation philosophy,

- (b) annually review and provide oversight for the Corporation's general salary administration program,
- (c) approve and amend the overall compensation program for Corporate Senior Executives,
- (d) approve, as applicable, performance metrics, vesting provisions and participation under the Corporation's Long Term Incentive Plan,
- (e) approve performance metrics and pool funding for the Corporation's Incentive Plan,
- (f) with respect to the Chief Executive Officer and other Corporate Senior Executives:
 - (i) review and approve Corporate Senior Executive goals and objectives relevant to compensation, evaluate performance in light of those goals and objectives, and, based on this evaluation, approve compensation and compensation changes including Annual Incentive Plan awards and, if applicable, Long Term Incentive Plan Awards,
 - (ii) approve their hiring and promotion,
 - (iii) approve the termination of employment in cases where the Chair of the Committee, after being advised by the Chief Executive Officer of the circumstances of the termination (which the Chief Executive Officer shall do prior to the event), requests the matter be brought to the full Committee, and
 - (iv) approve the financial terms relating to termination of employment, whether voluntary or involuntary, where the financial terms are other than those called for contractually or pursuant to normal corporate policy.
- (g) with respect to the Corporation's incentive compensation plans generally, annually review and provide oversight of the process by which those plans are designed and the process and philosophy by which performance measures are selected, review, at a high level of on a macro basis, the appropriateness of the payout to the performance of the business unit or groupings in question, and review the procedures and processes that the Corporation has developed to assure that plan payouts reflect performance against the specified plan metrics,
- (h) approve the terms of all employment contracts, letters, or similar arrangements and all amendments thereto, excluding, however, employment contracts, letters or similar arrangements entered into in connection with acquisitions by the Corporation and its subsidiaries, provided such contracts, letters or similar arrangements are for three years or less and will cover employees of the entity being acquired.
- (i) Approve all change of control agreements if they provide change of controls benefits of more than one year's total cash compensation, and

- (j) With respect to equity based or incentive compensation plans for officers:
 - (i) recommend to the Board the approval and amendment of any such plan
 - (ii) interpret, administer, and determine awards and grants under any such plan, and
 - (iii) perform all of the duties of any committee provided for by any such plans.

- 3) as to organization:
 - (a) review the organization structure and staffing of the Corporation and its subsidiaries,
 - (b) review the Corporation's depth of management and plans for management development and succession.

- 4) as to this Charter, annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

Delegation to Subcommittee. The Committee may delegate to a subcommittee of its members (including alternates) any of its functions, duties and authorities, on such terms and conditions and with such limitations (if any) as the Committee deems appropriate.