

HORIZON NORTH LOGISTICS INC.
COMPENSATION COMMITTEE CHARTER

General

The purpose of this document is to establish the charter and terms of reference of the Compensation Committee of Horizon North Logistics Inc. ("Corporation").

Purpose

The Compensation Committee shall:

- assist the board of directors of the Corporation ("Board") in discharging its responsibilities relating to compensation of the Corporation's executives and directors; and
- produce an annual report on executive compensation for inclusion in the Corporation's information circular and proxy statement in accordance with applicable rules and regulations.

Structure and Authority

The Board shall elect annually from the members of the Board a Compensation Committee which shall be composed of not less than two members of the Board. Each member of the Compensation Committee shall be an independent director as defined in National Instrument 58-101 - Disclosure of Corporate Governance Practices. The Board may remove a member of the Compensation Committee at any time in its sole discretion by resolution of the Board.

Each member of the Compensation Committee shall serve during the pleasure of the Board and, in any event, only so long as he/she shall continue to be a Director. The Board may fill vacancies in the Compensation Committee by election from their number, subject to new members satisfying the above stated requirements. The Board shall appoint the Chair of the Compensation Committee to serve in that capacity at the pleasure of the Board.

The Compensation Committee shall have the power to fix its quorum at not less than a majority of its members and to determine its own rules of procedures subject to any regulations imposed by the Board from time to time.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant to the contribution in carrying out the mandate of the Compensation Committee.

The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in carrying out the Compensation Committee's duties and responsibilities and shall have the sole authority to approve the consultant's fees and other retention terms as it relates to such evaluation. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Compensation Committee shall have the authority to delegate to committees of their own denomination, provided that the committees are composed entirely of independent directors. Any such committee must have a published committee charter.

Following each Compensation Committee meeting, the Chairman of the Compensation Committee shall report to the Board on the activities, findings and recommendations of the Compensation Committee.

Responsibilities

The primary responsibilities of the Compensation Committee are as follows:

- To review and approve the Corporation's goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of these goals and objectives and to determine and recommend for approval by the Board the CEO's compensation level based on this evaluation;
- To recommend to the Board compensation, incentive plans and equity based plans for non-CEO officers and directors, and for other key employees as identified by the CEO and approved by the Compensation Committee, and in particular, review and recommend to the Board the annual bonus payments for the CEO and executive officers;
- To approve and recommend to the Board all incentive compensation and equity-based plans, including amendments to such plans and review and to monitor awards under such plans;
- To review with the CEO and comment upon: (a) the compensation plans for executive officers of the Corporation; and (b) recommendations for the appointment of executive officers prior to consideration by the Board;
- To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- To annually review its own performance;
- To annually review, with the Corporate Governance and Nominating Committee and the CEO, the position description for the CEO, and in the Compensation Committee's discretion, recommend any changes to the Board for consideration;
- To annually review the senior executive officer and CEO succession and development plans and, after consultation with the CEO and the Corporate Governance and Nominating Committee, make recommendations to the Board for consideration;
- To review executive compensation disclosure before the Corporation publicly discloses such information;
- To consider any other matter properly referred to the Compensation Committee by the Board or CEO, for review, decision or recommendation.

Ratified by the Board February 26, 2009

Ratified by the Board February 25, 2010