

CHARTER OF THE COMPENSATION COMMITTEE

This Charter prescribes the role of the Compensation Committee (the "**Committee**") of the Board of Synex International Inc. (the "**Corporation**"). This Charter is subject to the provisions of the Corporation's Articles and By-Laws and to applicable laws.

1. Role

In addition to the powers and authorities conferred upon the Directors in the Corporation's Articles and By-Laws and as prescribed by applicable laws, the mandate of the Committee is primarily as follows:

- (i) Oversee the senior management compensation policies and practices and seek to ensure such policies are designed to recognize and reward performance and establish a compensation framework which is industry competitive and which results in the creation of shareholder value over the long-term;
- (ii) Supervise the succession planning process for the senior management team; and
- (iii) Oversee the overall strategy with respect to human capital management such as recruitment, talent development, workforce planning, employee mobilisation and satisfaction, etc.

Notwithstanding anything contained herein to the contrary, the Corporation shall remain responsible for ensuring compliance with applicable laws and regulations.

2. Composition

2.1 Number and criteria

The Committee is comprised of such Directors as are determined by the Board, all of who must be independent (as that term is defined in National Instrument 52-110 – *Audit Committees*) and who must have direct experience which is pertinent to their responsibilities relating to executive compensation.

The Committee consists of at least three members.

2.2 Selection and Chair

The members of the Committee and its Chair shall be appointed by the Board on an annual basis after the shareholders' annual meeting at which the directors are elected, or until their successors are duly elected. The Chair shall designate from time to time a person who may, but not necessarily, be a member of the Committee to act as secretary.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by appointing from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of its powers so long as a quorum remains.

2.3 Remuneration

Members of the Committee and the Chair shall receive such remuneration for their services as the Board may determine from time to time.

3. Meetings

The Committee should meet at least annually or more frequently as circumstances require.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of members of the Committee or such greater number as the Committee shall determine by resolution.

The Committee may ask members of management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.

Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee.

The Committee should determine any desired agenda items.

The Committee should record minutes of its meetings and the Chair shall present a report of the meetings and the Committee's recommendations to the Board on a timely basis.

4. Responsibilities

The Committee's primary responsibility is to submit to the Board, recommendations concerning executive compensation and compensation plan matters.

The Committee shall, inter alia:

- Oversee that base salaries determination and adjustments are competitive relative to the industry and that bonuses, if any, reflect individual performance in the context of the overall performance of the Corporation. Overall performance should be measured by issues such as profitability, share price, distributions and

initiatives being undertaken in the year, which should provide future shareholder benefit;

- Review corporate objectives relevant to the Chief Executive Officer and other senior management positions;
- Evaluate the Chief Executive Officer and other senior management's performance in light of the corporate goals and objectives;
- Review and recommend to the Board for approval the compensation of the Chief Executive Officer based on the evaluation of his or her performance;
- Review and recommend the annual compensation package of the other senior management;
- Oversee the administration of the Corporation's compensation plans for senior management, including equity-based plans, incentive compensation plans, annual bonuses and such other compensation plans or structures as are adopted by the Board from time to time;
- Oversee the risks associated with the Corporation's compensation policies and practices;
- Oversee implementation of appropriate mechanisms regarding succession planning for the Chief Executive Officer and other senior management positions;
- Assess overall human resources management; and
- Review and recommend to the Board for approval, any public disclosure of information relating to the compensation of the Corporation's senior management, including the information to be disclosed and the compensation discussion and analysis to be incorporated in the annual management information circular.

5. Advisors

The Committee may hire outside advisors at the expense of the Corporation in order to assist the Committee in the performance of its duties and set and pay the compensation for such advisors.

The Board has determined that any committee who wishes to hire a non-management advisor to assist on matters involving the committee members' responsibilities at the expense of the Corporation should review the request with, and obtain the authorization of, the Chairman of the Board.

6. Assessment

On an annual basis the Committee shall follow the process established by the Corporate Governance Committee or the Board, as applicable, for assessing performance and effectiveness of the Committee.

7. Charter review

The Committee should review this Charter on an annual basis and recommend to the Board changes, as considered appropriate from time to time.

8. General

The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or other liability whatsoever.