



COMPENSATION COMMITTEE MANDATE AND TERMS OF REFERENCE

Role and Objective

The purpose of the Compensation Committee (the "**Committee**") is to assist the board of directors (the "**Board**") of InPlay Oil Corp. ("**InPlay**" or the "**Corporation**") in fulfilling its responsibility by reviewing matters relating to the human resource policies and compensation of the directors, officers and employees of the Corporation and its subsidiaries in the context of the budget and business plan of the Corporation.

Membership of the Committee

1. The Committee will be comprised of at least three (3) Directors or such greater number as the Board may determine from time to time, at least a majority of which members of the Committee shall be "independent" (as such term is defined for purposes of National Policy 58-201 – *Corporate Governance Guidelines*).
2. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.

Mandate and Responsibilities of the Committee

1. The Compensation Committee shall formulate and make recommendations to the Board in respect of compensation issues relating to directors and employees of the Corporation and its subsidiaries, as applicable. Without limiting the generality of the foregoing, the Committee shall have the following duties:
 - (a) to review the compensation philosophy and remuneration policy for employees of the Corporation and to recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate employees;
 - (b) to consider the implications and the risks associated with the Corporation's compensation policies and practices;
 - (c) to review and recommend to the Board the retainer and fees to be paid to members of the Board, members of committees of the Board, and chairs of the various committees of the Board;
 - (d) to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("**CEO**"), evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the Board with respect to) the CEO's compensation level based on such evaluation;
 - (e) to recommend to the Board with respect to non-CEO officer and director compensation including to review management's recommendations for proposed stock option or other incentive-compensation plans and equity-based plans for non-CEO officer and director compensation and make recommendations in respect thereof to the Board;
 - (f) to administer the stock option plan, the restricted and performance incentive award plan and other incentive plans (collectively, the "**Incentive Plan**") approved by the Board in accordance with their terms, including recommending (and if delegated authority

thereunder, approve) the grant of stock options, restricted awards, performance awards or other incentives under the Incentive Plans in accordance with the terms thereof;

- (g) to determine and recommend for approval of the Board bonuses to be paid to officers and employees of the Corporation and its subsidiaries, as applicable, and to establish targets or criteria for the payment of such bonuses, if appropriate; and
- (h) review all executive compensation disclosure before the Corporation publicly discloses such information.

Meetings and Administrative Matters

1. At all meetings of the Committee every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least one time per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
7. Minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
8. The Committee may retain persons having special expertise and may obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation as determined by the Committee.
9. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
10. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chair of the Board by the Chair.