

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE

The Board of Directors of ProMetic Life Sciences Inc. (the “Corporation”) is ultimately responsible for the stewardship of the Corporation, which means that it oversees the day-to-day management delegated to the President and Chief Executive Officer and the other Senior Executives of the Corporation (as defined in the Compensation Policy for Senior Executives (the “Compensation Policy”). The Compensation and Human Resources Committee is appointed by the Board of Directors to assist the Board of Directors in fulfilling this responsibility with respect to overseeing two (2) fundamental issues: (i) the Corporation’s Senior Executives and Directors compensation policies, and (ii) the assessment of the performance of Senior Executives of the Corporation.

II. GENERAL ROLE AND MANDATE

Directors and Committees

1. Conduct an annual review of the Corporation’s compensation practices for Directors against current norms, including the annual retainer and attendance fees, and recommend any changes to the Board of Directors.

Succession Planning and Management Team

2. Review with the senior management of the Corporation its assessment of existing resources and plans for ensuring that qualified personnel will be available as required for succession to Senior Executives and other senior management ranks and for contingency planning.
3. Review with the Chief Executive Officer any proposed major changes in the role of the Senior Executives and the composition of the management team.

Management Performance and Compensation

4. Review the annual corporate objectives and make recommendations to the Board of Directors.
5. Review the CEO’s annual individual objectives and make recommendations to the Board of Directors.
6. Review and assess annually in conjunction with the Board of Directors the performance of the Chief Executive Officer against specific performance criteria and corporate objectives; review with the Chief Executive Officer, the annual performance assessments of all other Senior Executives; establish the quantum for the annual bonus payable to the CEO and Senior Executives pursuant to the Bonus Program of the Compensation Policy; and make recommendations to the Board of Directors for all payouts under the Bonus Program for the Division Executives.

7. Recommend the annual grant of options to the CEO and the other Senior Executives under the LTIP of the Compensation Policy for Senior Executives, as well as the annual grant of options to the Division Executives under the LTIP of the Compensation Policy for Staff and Division Executives
8. Review the corporate long-term objectives under the Equity Based Award Program of the Compensation Policy for Senior Executives, make recommendations to the Board of Directors and assess annually, in conjunction with the Board of Directors, performance against said long-term objectives.
9. Conduct an annual review of the Corporation's Senior Executive compensation policy and Senior Executives' overall compensation against current norms to specifically consider and recommend annually for approval by the Board of Directors all forms of compensation, for the Chief Executive Officer and other Senior Executives.
10. Review executive compensation disclosure before the Corporation publicly discloses this information.
11. Review with the Chief Executive Officer any proposed change in the Corporation's benefit plans, including the Stock Option Plan, the Restricted Share Unit Plan, the Share Purchase Plan and the Severance Pay Program and to recommend for approval any change requiring Board of Directors action.
12. Oversee the administration of the Stock Option Plan, the Restricted Share Unit Plan and the Share Purchase Plan by senior management of the Corporation, review options grants and share issuances to directors of the Corporation and make recommendations to the Board of Directors.

Others:

13. Ensure compliance with TSX regulatory requirements.
14. Monitor, and where appropriate advise on, management's plans for mitigation of those risks on the corporate risk register, assigned to the Compensation and Human Resource Committee, by the Audit & Risk Committee.
15. Perform any other activities consistent with its responsibilities and duties, the Corporation's by-laws and governing law as the Committee or the Board of Directors deems necessary or appropriate.
16. Keep records of its activities, meetings, etc, at the office of the Corporate Secretary, and report periodically to the Board of Directors on its activities and make recommendations as deemed appropriate.
17. Annually assess the effectiveness of the Committee against its general role and mandate (charter) and report the results of the assessment to the Board of Directors.

The Compensation and Human Resources Committee may, with the approval of the Board of Directors:

- (a) at the Corporation's expense, engage any external advisors as it determines necessary to carry out its duties, in appropriate circumstances; and
- (b) compensate any such advisors employed by the Committee.

III. COMPOSITION

The Compensation and Human Resources Committee shall be comprised of a minimum of three (3) and a maximum of six (6) directors, appointed by the Board of Directors following the Annual General Meeting to serve on the Committee until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs. Any member may be removed from office or replaced at any time by the Board of Directors.

The composition of the Compensation and Human Resources Committee shall consist of a majority of independent directors. A member of the Committee is independent if the member has no material relationship with the Corporation, as defined in s. 1.4 of Multilateral Instrument 52-110 *Audit Committees* as amended from time to time.

Members of this Committee should have an understanding of compensation and human resources issues in the pharma industry, knowledge in compensation plans and various equity vehicles and succession planning. At least one member of this committee should have relevant experience in determining and assessing executive compensation acquired from holding a senior HR function in a publicly traded company, preferably in the pharma industry.

Unless a chairman is elected by the full Board of Directors or, if not present at the meeting, the members of the Compensation and Human Resources Committee may designate a chairman by majority vote of the full Compensation and Human Resources Committee membership.

IV. MEETINGS

The Compensation and Human Resources Committee shall meet as circumstances dictate. The Compensation Committee may ask members of management or others to attend the meeting and provide pertinent information as required. Quorum will consist of at least two (2) members.

V. WORK PROGRAM

The Compensation and Human Resources Committee will establish a work program in order to fix a schedule to fulfill its responsibilities pursuant to the content of this charter. The Committee will use such work program to evaluate its compliance with this charter.

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