

**CIBT EDUCATION GROUP INC.**  
**(the “Company”)**

**COMPENSATION COMMITTEE CHARTER**

**A. Responsibilities**

The duties and responsibilities of the compensation committee (the “**Committee**”) are as follows:

1. to determine the salary and benefits of the Company’s executive officers, subject to the terms of any existing contractual arrangements;
2. to oversee the compensation structure and benefit plans and programs of the Company, including but not limited to the compensation of the Company’s directors;
3. to review annually the Company’s stock option plan and to review, and if thought fit, approve the grant of stock options from time to time;
4. to determine the executive officers and other employees of the Company who are eligible for cash performance or incentive bonuses and, on the recommendation of the chief executive officer, to determine the bonuses to be awarded to such individuals;
5. to review and make recommendations to the Company’s board of directors (the “**Board**”) on issues that arise in relation to any employment or consulting agreements in force from time to time; and
6. to review and approve severance arrangements for executive officers.

**B. Procedures**

1. The Committee shall consist of not less than two directors. All members of the Committee shall be independent directors, as defined under applicable securities laws.
2. The chair of the Committee (the “**Committee Chair**”) shall be appointed by the Board from time to time. In the absence of the Committee Chair from any meeting of the Committee, the members present shall elect a chair of that meeting from those in attendance.
3. The Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
4. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by consent resolution signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum.
5. The time and the place of meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Company or otherwise determined by resolution of the Board.

6. The Committee will meet as many times as is necessary to carry out its responsibilities. The Chair or any two members may call meetings.
7. The Committee shall have access to all books and records of the Company as may be necessary for the execution of the Committee's obligations, and shall be authorized to discuss with the Company's chief executive officer or chief financial officer such records and other matters considered appropriate.
8. The Committee may engage the services of an outside advisor (including legal counsel) if such services are deemed to be necessary or appropriate.
9. The Company shall pay for the expenses incurred by the Committee in carrying out its responsibilities.

**C. Reports**

The Committee shall produce the following reports and provide them to the Board:

1. a summary of the actions taken at each Committee meeting, which shall be presented to the Board at its next meeting;
2. an annual report of the Committee on executive compensation for inclusion in the Company's annual information circular, if required by the securities laws or stock exchange policies to which the Company is subject; and
3. an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may be made in writing or take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.