

OBJECTIVE AND ROLE OF THE COMMITTEE

The objective of the Committee is to assist the Board of Directors to discharge its responsibilities relating to the compensation of the Company's Directors, Senior Executives and staff.

Accordingly, its role is:

- Oversight of the Company's Remuneration Policy;
- Ensure an induction process is in place to assist new Directors and Senior Executives in gaining an understanding of the business and the environment in which Cardno operates;
- Review and recommend to the Board corporate goals and objectives, Key Performance Indicators (KPIs), for the Managing Director;
- Evaluate the Managing Director against KPIs established by the Board;
- Recommend the Managing Director's annual compensation;
- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans for Senior Executives and staff;
- Review of and recommendations to the Board in relation to salary packages needed to attract and retain senior management;
- Review of the Managing Director's and Senior Executive's recommendations for overall level of salary increase for staff in the annual review; and
- Conduct an annual performance evaluation of and recommend a framework for remuneration of Directors.

MEMBERSHIP

The Committee will be appointed by the Board and shall consist of at least three members. In this regard:

- the Board shall appoint the Chairman of the Committee; and
- the quorum for meetings of the Committee shall be two members.

DUTIES AND RESPONSIBILITIES

The Committee shall consider any matters relating to the induction of Directors and Senior Executives, the structure and composition of compensation packages for Directors, Senior Executives and staff as well as an evaluation of the performance of the Managing Director in relation to KPI's. In addition, the Committee shall examine any other matters referred to it by the Board.

REPORTING REQUIREMENTS

The Chair of the Remuneration Committee will report to the Board at the next Board meeting. The report should cover the findings and recommendations of the Committee. The minutes of all Committee meetings shall be circulated to members of the Board.

TIMING AND FREQUENCY OF MEETINGS

The Committee will hold at least two (2) meetings per annum to fulfill its responsibilities. The Committee will also meet at the request of the Board or any other Director not a member of the Committee.

AUTHORITY AND ACCESS TO PERSONNEL AND INFORMATION

The Committee shall have access to advisors and to senior management of the Company. The Committee shall also have the ability to consult independent experts where required to fulfill its responsibilities.