

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

The compensation committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Pure Technologies Ltd. (the “**Corporation**”). The primary purpose of the Committee is to assist the Board in setting director and senior executive compensation and to develop and submit to the Board recommendations with respect to other employee benefits as it deems appropriate.

2. COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more directors, as determined by the Board each of whom shall be “independent directors” within the meaning of Section 1.4 of National Instrument 52-110 - *Audit Committees*, as may be amended from time to time.

The members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board, and serve at the pleasure of the Board for one year or until their successors are duly appointed. Unless a chairman of the Committee (the “**Chair**”) is appointed by the Board, the members of the Committee may designate a Chair by a majority vote of the full membership of the Committee.

The Committee shall meet at least annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or stock exchange requirements. The Committee may ask members of management of the Corporation or others to attend meetings or to provide information as necessary. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chairman of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by unanimous resolution of the Committee.

The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

3. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall be the following:

- a. to annually review and revise this charter as necessary with the approval of the Board;
- b. having regard to competitive position and individual performance, to annually review, approve and recommend to the Board for approval the remuneration of the senior executives of the Corporation, (the “**Senior Executives**”);
- c. to review and recommend to the Board for approval any special employment contracts including employment offers, retiring allowance agreements or any agreement to take effect in the event of termination of employment or change in control of the Corporation affecting any Senior Executives;
- d. to review and recommend to the Board for its approval the remuneration of directors and to develop and submit to the Board recommendations with regard to employee benefits available to them;
- e. to review and recommend to the Board for its approval the remuneration of Senior Executives and to develop and submit to the Board recommendations with regard to employee benefits available to them;
- f. to compare on an annual basis the total remuneration (including benefits) and the main components thereof for the Senior Executives with the remuneration practices of peers in the same industry;
- g. to periodically review bonus and incentive plans and the stock option plan of the Corporation and consider these in light of new trends and practices of peers in the same industry;
- h. to review and recommend to the Board for its approval the disclosure required in any management information circular of the Corporation for any annual and/or special meetings of the shareholders of the Corporation relating to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies;
- i. subject to approval of the Board, shareholder approval and receipt of all necessary regulatory approvals of all stock option and incentive plans, to determine those directors, officers, employees and consultants of the Corporation who will participate in long term incentive plans; to determine the number of options/shares of the Corporation allocated to each participant under such plans; to determine the time or times when ownership of such options/shares will vest for each participant; and to administer all matters relating to any long term incentive plans and any employee bonus plan to which the Committee has been delegated authority pursuant to the terms of such plans or any resolutions passed by the Board;

- j. to determine annually each Senior Executive's entitlement to be paid a bonus under any employee bonus plan; and
- k. to adopt such policies and procedures as it deems appropriate to operate effectively.

Other Responsibilities

- a. the Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.
- b. the Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

4. REPORTING

The Committee is responsible for reviewing and submitting to the Board, as a whole, recommendations concerning the compensation of the Senior Executives and directors and reviewing the disclosure in the Corporation's management information circular to be sent to shareholders of the Corporation in connection with any meeting of shareholders where directors will be elected.

5. AUTHORITY

The Committee shall have the authority to:

- a. engage independent compensation consultants, independent counsel and other advisors as it determines necessary to carry out its duties; and
- b. set and pay the compensation for advisors employed by the Committee.