

LOGISTEC CORPORATION

MEMBERSHIP AND RESPONSIBILITIES OF THE GOVERNANCE AND HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

ROLE AND MEMBERSHIP

The Governance and Human Resources Committee (the "Committee") shall, except as provided herein, be an advisory committee to the Board of Directors.

The Committee shall consist of not less than four (4) such directors, one of whom shall be the Chairman of the Committee. The members of the Committee shall be outside directors who are independent of management and free of any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment as Committee members.

The Chairman of the Committee and its members shall be appointed annually by the Board of Directors from among its members. A majority of members of the Committee shall constitute a quorum.

RESPONSIBILITIES – GOVERNANCE

1. Review specific matters of corporate governance as they may pertain to the Board, including the effectiveness of the system of corporate governance at Logistec with respect to the discharge of Logistec's obligations to its shareholders, customers and employees, other stakeholders and the public and to make recommendations to the Board regarding same.
2. Review with the Chairman of the Board, on a regular basis but not less than annually, the role and conduct of the Board, the effectiveness of the Board as a whole and its committees and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation: the number and content of meetings; material which is to be provided to directors generally and with respect to meetings of the Board or its committees, as well as with respect to the orientation and education of Board members; resources available to directors; and the communication process between the Board and management.
3. Bring to the attention of the Board or any committee of the Board matters which are of such importance as should be considered by the Board or which fall within the terms of reference of such committee.

4. Review the size, composition and needs of the Board, determine the competencies, skills and experience requirements of directors, develop an appropriate succession plan, identify suitable candidates for the Board and recommend them to the Board.
5. Where appropriate, review and approve the selection of consultants to independently advise or assist the Committee in the identification of director candidates or for other matters, as deemed necessary, at the expense of Logistec.
6. Review and recommend the structure and amount of directors' compensation, including fees for attendance at directors and committee meetings. Directors who are not independent of Logistec's management shall not be entitled to receive any compensation in respect of their duties as directors of Logistec.
7. Review annually the Board's effectiveness, the performance, contribution and meeting attendances of board members and the assessment process thereof, and recommend to the Board the names of the persons to be nominated for election as directors by the Shareholders at the Annual Meeting.
8. Together with the Chairman of the Board, recommend individuals to act as chairman and as members of the Board Committees.
9. Review and recommend for approval by the Board of Directors the Statement of Corporate Governance Practices section of Logistec's Management Information Circular, review the non-routine items of business for consideration at the annual meeting, and make recommendations to the Board of Directors as to all such matters.
10. Review and recommend for approval by the Board of Directors Logistec's policies, such as the Insider Trading Policy, Disclosure Policy, Risk Management Policy, Information Security Policy, Environmental Policy and the Code of Ethics and Business Conduct, as well as the composition and mandate/terms of reference of the Board and its various committees.

RESPONSIBILITIES – HUMAN RESOURCES

1. Review and approve the design and administration of employee and executive compensation and benefit programs, balancing the interests of shareholders with the company's ability to attract, retain and appropriately reward its executives in the parent company and its subsidiaries.

2. Where appropriate, review and approve the selection and compensation of consultants to independently advise the Committee on compensation and benefit programs, or other matters as deemed necessary.
3. Report to the Board of Directors concerning the Committee's actions and decisions, including changes in compensation and benefit plans that would materially affect the company's financial performance, operating risks or long-term obligations.

SPECIFIC REVIEWS AND APPROVAL

EXECUTIVE SALARIES

4. Review and recommend for approval by the Board, management's recommendations of salaries for Executives after reviewing the President and Chief Executive Officer's assessment of their performance.

EXECUTIVE SHORT AND LONG-TERM INCENTIVES

5.
 - (i) Review and approve Logistec's short and long-term incentive programs consisting of the Bonus Plan, Executive Stock Option Plan and the Long-Term Incentive Plan, and review the performance measures and targets for incentive plans;
 - (ii) Review and approve all awards under Logistec's short and long-term incentive programs; and
 - (iii) Review and approve any executive employment contracts, special benefit awards and any other individual financial arrangements or changes thereto.

PRESIDENT AND CHIEF EXECUTIVE OFFICER COMPENSATION

6.
 - (i) Recommend for approval by the Board the position description for the President and Chief Executive Officer and the process and criteria by which the annual and long-term performance and objectives of the President and Chief Executive Officer are assessed; and
 - (ii) Based upon the annual evaluation of the performance of the President and Chief Executive Officer, review and make a recommendation to the Board for the approval of the salary, short-term and long-term incentive award for the President and Chief Executive Officer.

SUCCESSION PLANNING AND APPOINTMENTS

7. Develop, review and make recommendations to the Board of Directors of succession plans for the position of Chief Executive Officer and for other senior management positions, and make recommendations to the Board of Directors concerning the appointment of persons to these positions.

OTHER

8. Review and recommend for approval by the Board of Directors the Report on Executive Compensation included as part of the company's Management Information Circular.

RESPONSIBILITIES – GENERAL

Fulfill the duties and responsibilities assigned by the Board of Directors by working closely and cooperatively with such officers and employees of Logistec or outside advisors as the Committee considers to be necessary or advisable in order to cover, among others, all compensation matters and financial rewards, including salary plans, incentive compensation programs, early retirement packages and supplementary retirement contracts for executives, and other benefit programs or related matters of Logistec and its subsidiaries.

MEETINGS

The Committee shall meet at such times as deemed necessary by the Committee Chairman, the Chairman of the Board or any two members of the Committee. The Committee will meet no less than twice annually following a series of pre-planned agendas developed with management to fit into the company's normal operating patterns for review and adjustments of plans, policies and compensation awards. These meetings will be scheduled in conjunction with the regular meeting dates of the Board of Directors.

Any Director may request the Chairman to add an item to the agenda of an upcoming meeting of the Committee and may attend at such meeting to inform the Committee of a specific matter of concern to such director, and may participate in such meeting to the extent permitted by the Chairman of the Committee.

The Chairman of the Committee shall report to the Board of Directors from time to time as considered appropriate but not less frequently than annually.

As adopted by the Board of Directors on November 2, 2005