

# Protox

## THERAPEUTICS

**PROTOX THERAPEUTICS INC.**

**COMPENSATION COMMITTEE CHARTER**

February 19, 2007

Protox Therapeutics Inc.  
1210-885 West Georgia Street  
Vancouver, BC  
V6C 3E8

**COMPENSATION COMMITTEE CHARTER**  
**PROTOX THERAPEUTICS INC.**  
**(the “Company”)**

**1. Purpose**

The primary purposes of the Compensation Committee (the “Compensation Committee”) of the Board (the “Board”) of the Company are to (a) review and approve corporate goals and objectives relevant to the compensation of the Company’s CEO, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level; (b) grant options under the Company’s Stock Option Plan, as amended from time to time; (c) review and approve the cash and non-cash compensation of the Senior Officers; (d) recommend to the Board the cash and non-cash compensation policies for the non-employee directors; (e) make recommendations to the Board with respect to amendments to the Company’s Stock Option Plan or implementing other equity-based plans; (f) assist the Board in evaluating potential candidates for Senior Officer positions with the Company; and (g) produce a compensation committee report on executive officer compensation as required by the applicable securities laws.

**2. Composition**

(a) At Least Three Members. The Committee shall consist of a minimum of three independent directors as defined in Section 2(b) below. The Board shall designate a Compensation Committee member as the Chairperson of the Compensation Committee, or if the Board does not do so, the Compensation Committee members shall appoint a Compensation Committee member as Chairperson by a majority vote of the authorized number of Compensation Committee members.

(b) Independence. All members of the Compensation Committee shall be “independent” as determined by the Board and the rules and regulations of the applicable securities commissions and applicable stock exchange rules and any other laws applicable to the Company.

(c) Appointment and Removal. The Board shall appoint Compensation Committee members at the first meeting of the Board following each Annual General Meeting. Members of the Compensation Committee shall serve for one year terms and until their successors are appointed. The Board may fill vacancies on the Compensation Committee by a majority vote of the authorized numbers of directors, but may remove Compensation Committee members only with the approval of a majority of the independent directors then serving on the full Board.

**3. Meetings, Reports and Resources of the Compensation Committee**

(a) Meetings. In discharging its responsibilities, the Compensation Committee shall meet as often as it determines necessary or advisable, but not less frequently than annually. The Compensation Committee may also hold special meetings or act by unanimous written consent as the Compensation Committee may decide. The meetings may be in person or telephone. The Compensation Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the corporate secretary of the Company for inclusion in the Company’s minute books and reports of Compensation Committee meetings will be presented at the next regularly scheduled Board meeting. The Compensation Committee may meet in separate executive sessions with other directors, the CEO and other Company employees, agents or representatives invited by the Compensation Committee.

(b) Procedures. The Compensation Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the bylaws or applicable laws or regulations. The Chairperson or a majority of the Compensation Committee members may call meetings of the Compensation Committee. A majority of the authorized number of Compensation Committee members shall constitute a quorum for the transaction of Compensation Committee business, and the vote of a majority of the Compensation Committee members present at the meeting at which a quorum is present shall be the act of the Compensation Committee, unless in either case a greater number is required by this charter, the bylaws or applicable laws or regulations.

(c) Reports. The Compensation Committee shall provide to the Board at an appropriate time prior to preparation of the Company's Information Circular for its Annual General Meeting, a report of the Compensation Committee, which report shall be included in such Information Circular. The report shall include a discussion of the Compensation Committee's compensation policies applicable to the Company's executive officers and such other information as may be required under applicable securities rules or applicable stock exchange rules. The Compensation Committee shall also report to the Board on the major items covered by the Compensation Committee as it may determine to be appropriate.

(d) Compensation Committee Access and Resources. The Compensation Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Compensation Committee's purposes. The Compensation Committee shall have the sole authority to retain and terminate at the Company's expense any compensation-consulting firm used to evaluate executive officer or director compensation, and to approve the consulting firm's fees and other retention terms. The Compensation Committee is also authorized to retain and terminate at the Company's expense, independent counsel or other advisers selected by the Compensation Committee for matters related to the Compensation Committee's purposes.

#### **4. Authority and Responsibility**

In furtherance of its purpose, the Compensation Committee shall have the following authority and responsibilities:

(a) Compensation Goals. To establish and review the overall corporate policies, goals and objectives for the compensation of the Company's CEO and Senior Officers, including a review of the relationship of executive compensation to corporate performance and relative stockholder return, and, additionally in the case of the Company's CEO, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years, except to the extent already addressed in any existing officer contracts or as may be required to comply with applicable tax laws.

(b) Determination of Compensation. Evaluate the performance of the CEO and other Senior Officers in light of the corporate goals and objectives. Determine the compensation of the CEO and the compensation of other Senior Officers, including individual elements of salary, bonus, incentive and equity compensation. Make a recommendation to the Board regarding the compensation policies for the non-employee directors. The Compensation Committee may consult with the CEO in determining the executive compensation for any Senior Officer other than the CEO.

(c) Senior Officer Contracts. Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangement, prerequisites and payments for Senior Officers to ensure such agreements are consistent with the Company's general compensation goals.

(d) Equity Plan Awards. Grant incentive stock options to the Company's employees, officers, consultants and directors, under the Company's Stock Option Plan. Make recommendations to the Board with respect to amendments to the Stock Option Plan and the implementation of any other equity based compensation plan.

(e) Evaluate Incentive-Compensation and Equity-Based Plans. Periodically review and make recommendations to the Board concerning the Company's incentive-compensation and equity-based plans.