



LIGHTSCAPE TECHNOLOGIES INC.
(the "Company")

COMPENSATION COMMITTEE CHARTER
(the "Charter")

Adopted by the Board of Directors December 31, 2008

I. Purpose of Compensation Committee

The purpose of the Compensation Committee (the "Committee") is to:

1. Oversee the Company's compensation and benefit plans, policies and practices, including its executive compensation plans, incentive compensation and equity-based plans.
2. Determine, or recommend to the Board of Directors of the Company (the "Board") for determination, the compensation levels of the Company's executive officers, specifically the chief executive officer (the "CEO") and the other named executive officers as defined in Rule 3b-7 of the Securities Exchange Act of 1934 (collectively, the "Company Executives").
3. Produce an annual report on executive compensation for inclusion in the Company's annual report or proxy statement if required by applicable securities laws.
4. Monitor and evaluate, at the Committee's sole discretion, matters relating to the compensation and benefits structure of the Company.
5. Take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section VI of this Charter.

From time to time, this Charter shall be amended, published, distributed, filed, and/or reported as deemed appropriate by the Board, to the extent applicable to the Committee, as may be required by applicable laws or rules of various regulatory agencies, such as the listing standards promulgated by the NASDAQ Stock Exchange.

II. Composition and Qualifications

The Committee shall be comprised of members of the Board, the number of which shall be fixed from time to time by resolution adopted by the Board. Each director of the Committee shall be determined by the Board to meet the qualifications of an “independent director” as defined in Item 407(a) of Regulation S-K and the rules and regulations promulgated by the SEC thereunder, and as defined in Rule 4200(a)(15) of the NASDAQ Stock Market Rules.

III. Appointing Committee Members

The Chairperson and each other member of the Committee shall be appointed by the Board and shall serve until such member’s successor is appointed and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or ceasing to be an “independent director” as required in Section II of this Charter. Vacancies on the Committee will be filled by the Board.

IV. Chairperson

The Board, or in the event of its failure to do so, the members of the Committee, must appoint a chairperson from the directors of the Committee (the “Chairperson”). If the Chairperson of the Committee is not present at any meeting of the Committee, an acting Chairperson for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chairperson shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director. All requests for information from the Company shall be made through the Chairperson.

V. Meetings

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the directors thereof provided that:

1. A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of meeting.
2. The Committee shall meet as often as it deems necessary, but at least annually.
3. Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the Committee at least 48 hours prior to the time of such meeting.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall make regular reports of its meetings to the Board, directly or through its Chairperson, accompanied by any recommendations to the Board approved by the Committee.

VI. Authority, Duties and Responsibilities

The Committee shall have the authority to (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities, including, without limitation, the retention of a compensation consultant to assist the Committee in evaluating director and executive officer compensation; and (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and independent accountants, to meet with the Committee or any of its advisors and to respond to their inquiries.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The basic responsibility of the directors of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that responsibility, the Committee should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the extent it deems necessary or appropriate.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate:

1. Review and approve at least annually the corporate goals and objectives of the Company's executive compensation plans, incentive compensation and equity-based plans and other general compensation plans (the "Company Plans"), and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
2. Review at least annually the Company Plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of new, or the amendment of existing, Company Plans.
3. Evaluate annually the performance of the Company Executives in light of the goals and objectives of the Company Plans, and based on this evaluation, determine (or recommend to the Board for determination) his or her total compensation, including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance agreements, and change-in-control agreements and provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. In determining the long-term incentive component of each Company Executive's compensation, the Committee shall consider all relevant factors, including the

Company's performance and relative shareholder return, the value of similar incentive awards to persons with comparable positions at comparable companies, and the awards given to each Company Executive in past years. If recommendations are made by the Committee to the Board for determination of a Company Executive's compensation, that particular Company Executive may not be present during voting or deliberations of the Board.

4. Review at least annually and make recommendations to the Board with respect to the compensation of all directors of the Company, taking into consideration compensation paid to directors of comparable companies and the specific duties of each director.
5. Administer the equity compensation plans of the Company, if any, as provided by the terms of any such equity compensation plans.
6. Evaluate and report to the Board the effect or potential effect of various equity-based award grants.
7. Monitor and assess the Company's compliance with the requirements established under the Sarbanes-Oxley Act of 2002 and other applicable laws, rules and regulations relating to compensation arrangements for directors and executive officers.
8. Report to the Board after each Committee meeting.
9. Call upon the secretary of the Company for administrative support and background information regarding personnel, executive compensation and equity compensation matters when necessary.
10. Issue an annual report on executive compensation for inclusion in the Company's annual report or proxy statement, if required by applicable securities laws.
11. Review all equity compensation plans that are not subject to shareholder approval and to approve such plans in its discretion.
12. Oversee the compensation and benefits structure applicable to the Company's officers and directors, including, but not limited to, incentive compensation and equity-based compensation, provided that, at the Committee's sole discretion, it may submit such matters as it determines to be appropriate to the Board for the Board's approval or ratification.
13. In its sole discretion, retain, amend the engagement with, and terminate any compensation consultant used to assist the Committee in evaluating any officer or director compensation. The Committee shall also have the sole authority to approve the fees and other retention terms of the consultants and to cause the Company to pay such fees and expenses of such consultants. The Committee shall also have the authority, in its sole discretion, to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and

expenses of such outside advisors, and to cause the Company to pay such fees and expenses of such outside advisors.

14. Review and evaluate, at least annually, the adequacy of the Charter and the performance of the Committee and its members and report its conclusions to the Board. The Committee shall determine whether any changes to the Charter are advisable or any corrective actions should be undertaken to correct any deficiencies or weaknesses noted in the review and evaluation. The Committee shall present any amendments to the Charter or corrective actions that the Committee considers necessary or appropriate to the Board for its approval.
15. Perform such other functions consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.