



LIGHTSCAPE TECHNOLOGIES INC.
(the “Company”)

EXECUTIVE COMMITTEE CHARTER
(the “Charter”)

Adopted by the Board of Directors December 31, 2008

I. Purpose of Executive Committee

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) is to act on behalf of the full Board between regularly-scheduled Board meetings, usually when timing is critical. The Committee has and may exercise all of the powers and authority of the Board, except as may be limited by law, the Company’s by-laws or by resolution of the Board.

II. Composition and Qualifications

The Committee shall consist of not less than two or more than five members of the Board. Each Committee member shall be appointed by the Board and shall serve until a successor is appointed by the Board. In the event that any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall be filled by the Board. Members of the Committee need not necessarily be independent Directors of the Board. The Board shall designate one of the Committee members as chairperson who shall preside over meetings of the Committee and report Committee actions to the Board.

III. Meetings

A majority of the Committee members shall constitute a quorum for the transaction of business. Meetings shall be held at the principal offices of the Company or as directed by the chairperson. The Committee shall act only in the intervals between meetings of the Board and shall hold meetings as necessary. Meetings shall be held when called by the chairperson or in his or her absence or disability by any Committee member.

IV. Authority, Duties and Responsibilities

During the interval between meetings of the Board, the Committee shall have and may exercise the powers of the Board to act upon any matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled

meeting of the Board, except powers which may be limited by corporate law, the Company's by-laws or by resolution of the Board.

The Committee shall also:

- a.** have the authority and resources to discharge its responsibilities, including to obtain advice and assistance from internal or external legal, accounting or other advisors;
- b.** make regular reports to the Board;
- c.** periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- d.** annually review its own performance.