

XIANBURG DATA SYSTEMS (CANADA) INC.

(the "Company")

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

This Committee will be comprised of a majority of independent directors and will be responsible for the development and supervision of the Company's approach to compensation for employees, directors, officers and senior management as well as bonuses and any increases in compensation to employees or staff that would have a material impact on the Company's expenses. An independent director is a director who a reasonable person would conclude is independent of management of the issuer and of any significant securityholder.

2. COMPOSITION AND TERMS OF OFFICE

- (a) The Committee will be appointed by the Board of directors. It will be comprised of not less than three (3) directors and not more than five (5) directors, a majority of whom will be independent directors.
- (b) The Chair of the Committee will be appointed by the Board of directors.
- (c) The Committee will meet no less frequently than annually and meetings may be called by the Chair of the Committee, or any two members of the Committee.
- (d) Members of the Committee will be appointed for a one (1) year term at the first meeting of the directors of the Company following the Annual General Meeting.
- (e) The quorum for the Committee is a majority of the members of the Committee then in office.

3. DUTIES AND RESPONSIBILITIES

The Committee will:

- (a) Review and make recommendations to the Board regarding compensation issues, in particular:
 - (i) compensation philosophy and policies;
 - (ii) competitive positioning, including establishing competitive base salaries and incentive awards for senior officers that are consistent with salaries for senior officers of other medical device corporations;

- (iii) annual review of the performance of the senior officers of the Company on behalf of the Board;
 - (iv) payments and awards to senior officers under the Company's salary and incentive plans;
 - (v) annual aggregate incentive compensation payouts to management, including security based compensation arrangements, and profit sharing to employees; and
 - (vi) director compensation.
- (b) Review:
- (i) senior management succession planning;
 - (ii) senior management development and training; and
 - (iii) significant changes in organizational structure.
- (c) Ensure for each meeting that minutes are recorded, drafted and circulated on a timely basis to committee members.

4. LONG TERM INCENTIVE PLANS

- (a) The Compensation Committee will, from time to time, establish parameters and guidelines pertaining to the magnitude (range) and frequency of security based compensation arrangements for eligible new hires and other employees including extending option periods or changing vesting provisions.
- (b) The Compensation Committee will establish parameters and guidelines for any other form of long term incentive plan that may be used by the Company.