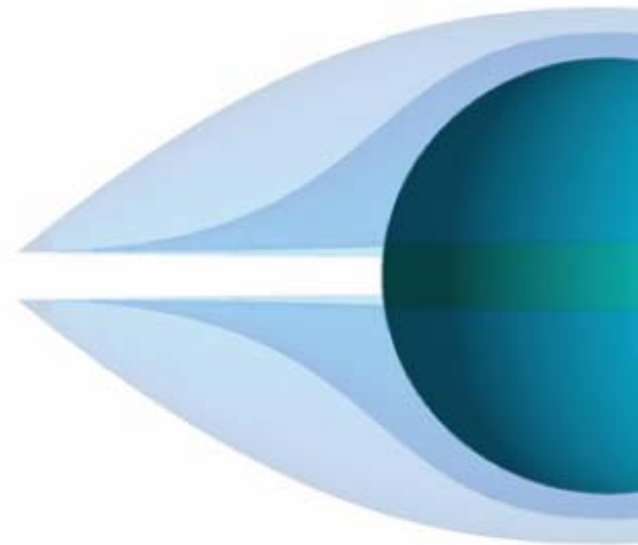


CHARTER OF THE STRATEGIC PLANNING AND
DEVELOPMENT COMMITTEE

MERCATOR TRANSPORT
CORPORATION GROUP



**Charter of the Strategic Planning and
Development Committee**

OBJECTIVES AND MAIN RESPONSIBILITIES

The Strategic Planning and Development Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Mercator Transport Group Corporation (“**Mercator Group**”) as follows:

- ✓ Mandate of the Committee:
 - to plan the strategy of Mercator Group and discuss any alternatives thereto;
 - to assess the strategy of Mercator Group;
 - to assess the risks inherent to the strategy of Mercator Group;
 - to establish the financial needs of Mercator Group (debt/equity, acquisitions, capex, cash flow, financing);
 - to review budgets submitted by management;
 - to assess the needs in human resources (job redefinition, hiring);
 - to establish a set of rules on investor relations and determine the contact person therefor;
 - to oversee investor relations and set the objectives thereof.
- ✓ Mandate of the Board toward the Committee:
 - to assess the strategic planning of Mercator Group;
 - to assess the efficiency of the Committee;
 - to review any material changes in the involved parties;
 - to approve the financial needs of Mercator Group (acquisitions, capex, financing);
 - to approve the budget of the Committee;
 - to approve the set of rules on investor relations and confirm the contact person therefore;
 - to approve the strategic planning.

The Committee is liable towards the Board and the shareholders as it assumes the responsibilities and duties described in section 9 herein.

COMPOSITION AND INDEPENDENCE

The Committee shall consist of at least five (5) members, appointed every year by the Board among Mercator Group’s directors.

The majority of the Committee members shall be independent, in conformity with the Board of Directors’ Independence Process applied by Mercator Group and in force at that time.

1. CHAIRMAN

**Charter of the Strategic Planning and
Development Committee**

The chairman of the Committee shall be appointed by the Board (hereinafter the "Chairman"). Should the appointed Chairman no longer be able to chair a meeting of the Committee, the Committee shall then choose a chairman among the other members of the Committee present at that meeting.

The Chairman of the Committee may ask the Chairman of the Board for certain issues within the purview of the Committee be submitted to the Board.

The Chairman of the Committee shall have the following duties:

- a) to manage the Committee so that it may fulfill its duties and responsibilities efficiently, as prescribed herein and in all other appropriate manner;
- b) to ensure, in concert with the Chairman of the Board and the C.E.O., that management and Committee members maintain material relationships;
- c) to chair the meetings of the Committee;
- d) to establish, in concert with the C.E.O., the Corporate Secretariat and the Chairman of the Board, the frequency, time and place of the meetings of the Committee;
- e) to review, in concert with the C.E.O., the Corporate Secretariat and, if need be, other officers, the meeting agenda to ensure every required issue be brought to the Committee's attention, so that the Committee can efficiently fulfill its duties and responsibilities;
- f) to ensure, in concert with the Chairman of the Board, that every decision requiring the approval of the Committee is duly submitted to the Committee;
- g) to ensure good communication of information to the Committee and to review, in concert with the C.E.O., the Corporate Secretariat and, if need be, other officers, the cogency of the documents submitted by management in support of their proposals, as well as the date for their presentation;
- h) to present a progress report of the questions addressed, decisions taken or recommendations made by the Committee at the following Board meeting;
- i) to perform any particular duties and responsibilities assigned to the Committee by the Board;

2. SECRETARIAT

The Secretary of Mercator Group, an Assistant Secretary or any other person appointed by the Secretary may act as Secretary for the Committee.

3. HOLDING AND CALLING OF MEETINGS

***Charter of the Strategic Planning and
Development Committee***

The meetings of the Committee are held at the date, time and place set by the Board. The Committee shall hold a meeting at least once every quarter. The Committee members shall be informed annually, in writing, of the date, time and place of the meetings of the Committee, no further notice required.

A special meeting may be called at any time by the Chairman, the Chairman of the Board, the C.E.O., any member of the Committee or the Vice-Chairman.

A written or printed notice stipulating the purpose, place, day and time of every special meeting of the Committee shall be sent to and received by every member of the Committee by mail, by facsimile communication or by electronic communication, at least twenty-four (24) hours prior to the scheduled date and time for the meeting.

Special meetings may be held without notice when all members of the Committee are assembled or when all the members who are not present have waived notice of the meeting in writing.

The meetings of the Committee may be held by means of a telephone conference or by any other means of communication, including but not limited to electronic communication, by which all persons participating in the meeting are able to communicate simultaneously with one another, and such participation shall constitute presence in person at the meeting.

The Committee may call a meeting of the Board to address issues concerning the Committee.

At the close of every regular meeting, the members of the Committee shall sit in-camera under the purview of the Chairman of the Committee.

4. QUORUM

A majority of the members of the Committee constitutes quorum thereof.

Quorum shall exist for the entire duration of the meeting for the members of the Committee to validly deliberate and decide on any issue at the said meeting. A member who temporarily leaves the meeting is however deemed present for quorum assessment purposes.

Without limiting the generality of the foregoing, the questions submitted at any meeting of the Committee which must be decided shall be so by majority vote of all the members present. If only two members are present and the quorum is reached, decisions are made by unanimous vote.

5. MINUTES

Minutes of every meeting of the Committee, duly approved thereby, shall be entered by the Secretary in a record book maintained for that purpose.

**Charter of the Strategic Planning and
Development Committee**

Once approved, the minutes of every meeting are transmitted to the members of the Board, for information purposes for the subsequent meeting of the Board.

The Chairman of the Committee reports orally on every deliberation of a meeting of the Committee at a subsequent Board meeting.

6. VACANCY

Any vacancy on the Committee may be filled by the Board as it sees fit. A decision of the Committee shall not be invalid for the sole reason that a vacancy has not been filled, as long as there is quorum.

7. HIRING OF EXTERNAL ADVISORS

The Committee may:

- a) hire legal or other independent counsellors, if need be, to perform its duties and responsibilities;
- b) set the terms of remuneration and pay the external counsellors it hires;
- c) communicate directly with the Chairman, Chief Financial Officer (hereinafter the "C.F.O."), Vice-Chairman or any other officer of Mercator Group.

8. STRATEGIC PLANNING AND DEVELOPMENT COMMITTEE EVALUATION AND REPORTING TO THE BOARD

The Committee shall assess its performance annually.

Every year, the Committee shall evaluate the adequacy of its mandate.

The Committee shall account for its activities to the Board on a regular basis.

9. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

To assess and plan the strategy of Mercator Group and discuss any alternatives thereto;

To assess, in concert with the Audit and Risk Management Committee, the risks inherent to the strategy of Mercator Group;

To examine and review the budgets of Mercator Group and recommend approval to the Board, prior to public disclosure thereof;

To review, in concert with the C.E.O., management's assessment of its human resources, as well as its plans, to ensure sufficient provision has been made for management succession and report on such matters to the Board at least once a year;

To establish and oversee the application of a set of rules on investor relations, as well as determine the contact person and objectives therefor.

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Miscellaneous

To act as the Committee for Affiliates of Mercator Group in accordance with its Articles of Incorporation, and to perform the duties and obligations that befall such Committee in conformity with applicable laws and regulations.

To review the mandate as well as assess the performance and efficiency of the Committee on a regular basis.

To perform any other duties and responsibilities delegated to the Committee by the Board and make recommendations to the Board on issues that fall under its purview, as it sees fit.

