

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

CONSTITUTION

There shall be a standing committee appointed by the Board of Directors (the “**Board**”) of Rogers Sugar Inc. (“**Rogers**”), to be known as the Human Resources and Compensation Committee (the “**Committee**”).

PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities. This will be accomplished by reviewing the effectiveness of the policies and processes of Rogers and, to the extent within its ability to do so, Lantic Inc. (“**Lantic**” and, together with Rogers, the “**Companies**”), in fostering fair and competitive compensation in relation to the human resources of the Companies, having regard to the duties, responsibilities, and obligations of the Companies.

The Committee has the objective to attract, retain and motivate qualified executives who are committed to improving the Companies’ performance and enhancing shareholder value.

The Committee has responsibility for evaluating and making recommendations to the Board regarding the compensation of Rogers’ executives and regarding equity-based and incentive compensation plans, policies and programs of the Companies. In addition, the Committee shall produce an annual report on executive compensation and shall establish a succession plan for senior management.

For clarity, this Charter recognizes that the Board and the Committee have responsibility for compensation in relation to the human resources of Rogers only and that the Board of Directors of Lantic (the “**Lantic Board**”) and the Human Resources and Compensation Committee (the “**Lantic HRCC**”) of the Lantic Board have responsibility for the compensation of the human resources of Lantic and its divisions and subsidiaries. Accordingly, if and to the extent this Charter purports to impose responsibilities on the Committee in relation to Lantic or its divisions or subsidiaries, their human resources or the compensation of their human resources, such responsibilities are understood to be limited to endeavouring, to the extent within the Committee's authority to do so, to monitor and review the actions of the Lantic Board and the Lantic HRCC in relation to such matters.

COMPOSITION AND PROCEDURES

In addition to the procedures and powers set out in any resolution of the Board, the Committee will have the following composition and procedures:

1. Composition

“**Independent Director**” means a director who meets the independence criteria set out in section 1.4 of Multilateral Instrument 52-110 *Audit Committees* adopted by the Canadian Securities Administrators.

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three (3) directors. All members of the Committee shall be Independent Directors.

2. Appointment and Replacement of Committee Members

Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. The Board shall fill any vacancy if the membership of the Committee is less than three (3) Independent Directors. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, the members of the Committee

shall be elected by the Board annually and each member of the Committee shall hold office as such until the next annual meeting of shareholders after his or her election or until his or her successor shall be duly elected and qualified.

3. Calling of Meeting

A notice with the time, date, place and object of any meeting of the Committee shall be sent by any mode of transmission allowed by law or communicated by telephone to each member at least two (2) days before the date of the meeting.

4. Attendance by Telephone

The members of the Committee can participate in any meeting via any means allowing all participants to communicate orally among themselves, including via conference call.

5. Quorum

The quorum of the Committee consists of the majority of its members.

6. Chair

The meetings of the Committee are presided over by a member of the Committee chosen by the Board (the “**Committee Chair**”) and, in his or her absence, by a member chosen among the members then attending.

7. Majority Required

The questions debated during a Committee meeting are decided by the majority of votes cast.

8. Secretary

The Committee shall appoint a secretary, who need not be a director, who shall be the secretary of all meetings of the Committee and shall maintain minutes of all meetings and deliberations of the Committee. In the absence of the secretary at any meeting, the Committee shall appoint another person who may, but need not, be a member of the Committee to be the secretary of that meeting.

9. Procedure

The Committee meeting procedures are the same as those in effect during the meetings of the Board.

10. Review of Charter

The Committee shall review and reassess the adequacy of this Human Resources and Compensation Committee Charter (the “**Charter**”) at least annually and recommend changes to the Board if necessary.

11. Delegation

The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated. The Committee may engage, at Rogers' expense, any outside advisor that it determines to be necessary to permit it to carry out its duties, including legal, accounting, financial or other consultants. The Committee shall have the authority to retain and terminate any compensation consulting firm and to approve any such firm's fees and other retention terms.

12. Reporting to the Board

The Committee shall report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with the Charter.

SPECIFIC MANDATES OF THE COMMITTEE

The Committee's mandate extends to the Companies, their divisions and subsidiaries within the limits of the Committee's authority as described under "Purpose" above.

The Committee shall, consistent with the agreements to which Rogers is a party and consistent with matters specifically delegated to the Committee by the Board:

1. annually review and recommend to the Board compensation policies and processes for Roger's executive leadership teams;
2. annually evaluate the performance of the Chief Executive Officer of Rogers (the "CEO") against predetermined goals and criteria;
3. at least biennially, review the level and form of compensation of the CEO and recommend to the Board the amount of compensation to be paid to the CEO;
4. annually review the CEO's evaluation of the performance of the other executive leadership team members of Rogers and the CEO's recommendations with respect to the amount of compensation to be paid to the other executive leadership team members;
5. ensure that executive compensation is linked to performance and is comprised of both fixed and variable components, through Rogers' variable compensation plans where the performance goals are properly balanced in regards to short-term and long-term objectives;
6. annually review and approve long-term equity-based incentive plans, or similar incentive plans such as stock options, stock appreciation rights or performance share units, to align the interests of Rogers' executive leadership team members with those of shareholders;
7. annually review and approve short-term and/or medium-term incentive compensation targets, as applicable, for Rogers' executive leadership team members to ensure alignment with respective performance criteria;
8. administer all policies of or agreements by the Companies with respect to the indemnification by the Companies of directors and officers of the Companies;
9. review and report to the Board on recommendations from management for material changes in the form and structure of executive compensation programs (including their design, measurement and proposed payouts/targets), encompassing base salary, short-term and long-term incentive programs, pension, benefits and executive loans;
10. review the effectiveness of the Companies' succession planning and performance evaluation programs for executive leadership team positions, as deemed appropriate by the Committee or upon request of the Board;
11. oversee the Companies' human resource strategies in regards to compensation programs;
12. periodically review and report to the Board on Rogers' succession plan for executive leadership team positions including Rogers' succession plans for the position of President and Chief Executive Officer;

13. periodically review the Companies' succession planning and talent management program to ensure that the Companies' have established effective processes to identify, retain and develop high caliber talent for future leadership roles;
14. ensure appropriate communication to stakeholders of Rogers' compensation policies/processes and peer group selection and application;
15. review and/or approve such other matters relating to human resource issues as are specifically delegated to it by the Board;
16. report to the Board on the activities of the Committee with respect to the foregoing matters at each Board meeting and at any other time deemed appropriate by the Committee or upon request of the Board;
17. review and approve any public disclosure requirements regarding executive compensation, human resources and related matters, prior to either of the Companies' public disclosure of such information; and
18. annually perform an evaluation of its performance with reference to the Charter to determine whether it is functioning effectively.

The foregoing list of duties is not exhaustive and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its responsibilities.
