

Human Resources Development and Compensation Committee Mandate

1. Purpose

The Human Resources Development and Compensation Committee (the “**Committee**”) is responsible for providing advice and recommendations to the board of directors (the “**Board**”) of Clearwater Seafoods Incorporated (the “**Corporation**” or “**Clearwater**”) with respect to the appointment, performance and compensation of the CEO and executives of the Corporation.

2. Composition

The Committee will consist of at least 3 directors, the majority of whom shall qualify as independent directors pursuant to applicable securities laws.

Members of the Committee and its Chair will be appointed annually by of the Board, on the recommendation of the Corporate Governance Committee.

Committee members may be removed or replaced at any time by the Board, upon the recommendation of the Corporate Governance Committee, and will, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board upon the recommendation of the Corporate Governance Committee.

3. Procedures

The Committee will meet at least quarterly or more frequently as it deems necessary to fulfill its responsibilities.

A majority of Committee members, present in person, by telephone, or by other permissible communication facilities will constitute a quorum. Attendance for the meetings will be recorded and any materials that are intended to be reviewed or discussed will be distributed in advance. The Committee will appoint a secretary, who need not be a member of the Committee or a director of the Corporation, to keep minutes, which will document the actions, decisions and recommendations from each meeting. Minutes will be sent to all Committee members on a timely basis.

The Committee shall report to the Board following each meeting.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. The Committee may establish subcommittees consisting of one or more members to carry out such duties as the Committee may delegate.

The Chair will have a vote on all matters but will not have any casting or tie-breaking vote. The Chair will call the meetings and set an agenda in consultation with management and the Chair of the Board.

4. Authority

The Committee has the authority to engage and set the compensation of independent counsel and other advisors, at the Corporation's expense, as it determines necessary to carry out its duties.

5. Specific Duties & Responsibilities

The Committee shall:

- (a) Review and recommend to the Board the appointment of the CEO and senior executives, and their individual compensation and benefit plans;
- (b) Review and recommend to the Board annual and long-term incentive compensation plans and awards to senior executives, including eligible participants;
- (c) Review leadership succession planning and individual development initiatives for high potential leaders and provide an annual report to the Board;
- (d) Review and recommend to the Board compensation and benefit adjustments for the CEO and senior executives;
- (e) Review annually the performance of the CEO against the CEO objectives as set by the Board, which shall include the following:
 - Recommending a long range competitive strategy that leads to increased shareholder value;
 - Development of the overall direction of the business which shall include a competitive strategy and the implementation of that strategy to maximize business performance;
 - Recommending to the Board business plans and operating and capital budgets that support the business strategy;
 - Leading and fostering a corporate culture promoting a positive and ethical work climate which supports innovation, growth, personal accountability and integrity in all matters;

- Providing effective relationships with all external factions; customers, the financial community and governments;
 - Achieving maximum return on invested capital while pursuing and negotiating mergers, acquisitions and dispositions;
 - Overseeing the financial and human resource assets of the Corporation to ensure the continuous improvement and highest quality of these resources;
 - Ensuring competitiveness by effectively monitoring and anticipating change in the competitive environment; and
 - Achievement of the financial and operational goals as approved by the Board and maintaining their consistent competitiveness.
- (f) Annually assess the effectiveness of the Committee and the contribution of individual members of the Committee; and
- (g) Annually review this mandate and provide recommendations to the Board on any proposed amendments resulting from such review.