

BENNETT ENVIRONMENTAL INC.
Human Resources and Compensation Committee Charter
Adopted March 2, 2005

Purpose

The Human Resources and Compensation Committee ("**Committee**") is appointed by the Board of Directors (the "**Board**") of Bennett Environmental Inc. ("**BEI**" or the "**Corporation**") to establish, administer and evaluate the compensation philosophy, policies and plans for non-employee directors and executive officers, to make recommendations to the Board regarding director and executive compensation and to review the performance and determine the compensation of the Chairman and Chief Executive Officer, based on criteria including the Corporation's performance and accomplishment of long-term strategic objectives.

Composition and Procedure

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of Canadian and U.S. securities laws and the Toronto Stock Exchange and the American Stock Exchange and any other applicable regulatory authority. The members and chair of the Committee shall be appointed and removed by the Board.

The Committee shall meet at least twice each year. Additional meetings may occur as the Committee or its chair deems advisable. The Compensation Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Articles and By-laws of the Corporation; (c) the Canada Business Corporations Act; or (d) other applicable laws.

The Committee shall keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

Committee Authority and Responsibilities

1. Basic Responsibilities.

- (a) **Compensation Objectives.** Review and approve corporate goals and objectives relevant to the compensation of the chief executive officer and other executive officers to ensure that such compensation goals and objectives are aligned with the Corporation's objectives and shareholder interests.
- (b) **CEO Compensation.** Based upon an annual evaluation of the Chief Executive Officer's performance, the Compensation Committee will review, determine and recommend to the board the Chief Executive Officer's compensation. In making its determination, the Compensation Committee may consider the Corporation's performance and relative shareholder return, the compensation of chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, and such other factors as the Compensation Committee deems relevant. The Chief Executive Officer shall not be present during voting or deliberations about the Chief Executive Officer's compensation.
- (c) **Compensation of Other Executives.** The Committee will review with the CEO his/her recommendation with respect to compensation and other benefits with respect to the other corporate officers of the corporation. The Compensation Committee will take account of each individual corporate officer's performance, the Corporation's overall performance and comparable compensation paid to similarly-situated officers in comparable companies. The Compensation Committee will make recommendations to the board of directors.

- (d) **Directors Fees.** The Compensation Committee will review and make recommendations to the board of directors with respect to non-employee directors' annual fees and compensation for participating in board and committee meetings.
 - (e) **Executive Agreements.** The Compensation Committee will review, and if appropriate, approve employment agreements, severance arrangements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for each officer of the Corporation.
 - (f) **Incentive Compensation Plans.** The Compensation Committee will administer the Corporation's Stock Option Incentive Plan and other incentive compensation, variable pay and stock programs as may be adopted by the shareholders or the Board of Directors from time to time within the authority delegated by the Board.
 - (g) **Annual Report.** The Compensation Committee will prepare an annual report on executive compensation for inclusion in the Corporation's proxy statement.
2. **Additional Assignments.** The Committee will perform such other duties and responsibilities as may be assigned by the Board from time to time.
 3. **Review Charter.** The Committee shall periodically review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board for approval.
 4. **Review Committee Performance.** The Committee shall annually review its own performance.
 5. **Reliance; Experts; Cooperation**
 - (a) The Committee has the power, in its discretion to retain at the Corporation's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties and to determine the funding necessary for compensation to such advisors.
 - (b) In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors and outside advisors and experts, as it deems necessary or appropriate.
 - (c) The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
 - (d) The Committee will have unrestricted access to the independent public accountants, the internal auditors, internal and outside counsel, and anyone else in the Corporation, and may require any officer or employee of the Corporation or the Corporation's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.