

## TERMS OF REFERENCE FOR THE COMPENSATION COMMITTEE

### I. PURPOSE

The Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Goldcorp Inc. (“Goldcorp” or the “Company”) to assist the Board in fulfilling its responsibilities relating to human resources and compensation issues and to establish a plan of continuity for executive officers and other members of senior management (collectively “Executive Management”). The Committee ensures the Company has an executive compensation plan that is both motivational and competitive so that it will attract, hold and inspire performance of Executive Management of a quality and nature that will enhance the sustainable profitability and growth of the Company.

### II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three directors and not more than five directors, all of whom shall be independent directors<sup>1</sup>.
- B. The Committee shall meet at least two times per year.
- C. The Committee shall operate under the guidelines applicable to all Board committees, which are located in item 31(vii) of Tab A-6, Board Guidelines.

### III. DUTIES AND RESPONSIBILITIES

- A. The Committee shall review and recommend the compensation philosophy and guidelines for the Company. This shall include:
  - i) reviewing the compensation philosophy and guidelines for Executive Management, for recommendation to the Board for its consideration and approval; and
  - ii) reviewing compensation policies and guidelines relating to all employees, including annual salary and incentive policies and programs, and material new benefit programs, or material changes to existing benefit programs.

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<sup>1</sup> See Tab A-6, Board Guidelines for the definition of an independent director.

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**B. CEO Evaluation and Compensation**

The Committee shall:

- i) periodically review the terms of reference for the CEO and recommend any changes to the Board for approval;
- ii) review corporate goals and objectives relevant to CEO compensation and recommend them to the Board for approval;
- iii) lead the annual CEO review/evaluation process and report the results of the process to the Board;
- iv) based on the results of this evaluation, recommend CEO compensation to the Board for approval; and
- v) review, and if appropriate recommend for approval to the Board, any agreements between the Company and the CEO, including those addressing retirement, termination of employment or other special circumstances, as appropriate.

**C.** The Committee shall, in consultation with the CEO, review the CEO's assessment of Executive Management and fix the compensation of each member of Executive Management for recommendation to the Board for approval.

**D.** The Committee shall, in consultation with the CEO, review and make recommendations to the Board for its approval:

- i) all matters concerning incentive awards, perquisites and other remuneration matters with respect to Executive Management;
- ii) benefit plans applicable to Executive Management including levels and types of benefits;
- iii) any stock option plan, deferred share unit plan or other similar equity-based plan; and
- iv) review and if appropriate recommend for approval to the Board, any agreements between the Company and Executive Management, including those addressing retirement, termination of employment or other special circumstances, as appropriate.

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- E.** In consultation with the CEO, review the appointment or discharge of management team members.
- F.** Following the approval of and establishment by the Board of any stock option plan, deferred share unit plan or other similar plans to be available to Executive Management and within any guidelines established by the Board, the Committee shall:

  - i) in conjunction with management, administer the stock option plan, the deferred share unit plan and such other similar plans as determined and established by the Board to be granted to Executive Management;
  - ii) review management's recommendations for and, subject to confirmation by the Board, recommend approval to the Board for the granting of stock options, deferred share units or other securities to Executive Management and other key employees of the Company and its subsidiaries; and
  - iii) suggest and review any amendments that the Committee considers necessary to stock option plans, deferred share unit plans or similar plans and make recommendations to the Board with respect to those amendments; provided however, that all amendments to such plans shall be subject to the consideration and approval of the Board.
- G.** The Committee shall review and recommend for approval any agreements providing for the payment of benefits following a change of control of the Company or severance of Executive Management following a termination of employment.
- H.** The Committee shall recommend to the Board for approval, any share ownership guidelines applicable to Executive Management and review the shareholdings of Executive Management relative to the share ownership guidelines established by the Board from time-to-time.
- I.** The Committee shall annually review the Company's succession plans for Executive Management. The Committee shall monitor the progress and development of executives in accordance with the succession plans and annually review the adequacy of the succession candidates to foster timely

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and effective executive continuity. The Committee shall report on these matters to the Board at least once a year.

- J.** The Committee shall review the benefits provided by any pension plans for Executive Management and employees to ensure that the pension plan is competitive and meets the needs of the Company.
- K.** The Committee shall periodically review the Company's management organization structure and the CEO's proposals for changes to that structure and report any significant organizational changes, along with the Committee's recommendations, to the Board.
- L.** Under the authority of the Board, the Committee shall, with respect to Boards of directors of unrelated corporations which operate for profit and which compensate members of their Boards and/or significant commitments with respect to non-profit organizations:
  - i) review a limit on the number of such Boards on which individual members of Executive Management may participate;
  - ii) receive notice of proposed membership by a member of Executive Management and, upon consultation with the CEO, have a right to object to such membership; and
  - iii) confirm in writing, through the CEO, to such member of Executive Management that the Company shall not indemnify the employee nor be exposed to liability with respect to the employee's participation on such Board.
- M.** The Committee shall annually review management's assessment of compliance with laws, regulations, and disclosure requirements as they relate to the responsibilities outlined in these terms of reference.
- N.** Ensure the production of a report on executive compensation for publication in public disclosure documents, and review this report with the Board and recommend to the Board for approval.
- O.** The Committee shall also have such other powers and duties as delegated to it by the Board.

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**IV. ACCOUNTABILITY**

- A.** The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on governance and human resource matters relative to the Company.
- B.** The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.