

ACE Aviation Holdings Inc.
**Position description for the Chair of the Human Resources and Compensation
Committee ("Committee")**

The Chair of the Committee shall be appointed by the Board of Directors. If there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board of Directors.

The Chair of the Committee shall:

- Ensure that the Committee fulfills the objectives and responsibilities set out in its charter;
- Ensure that enough time and attention is given to each aspect of the Committee's responsibilities;
- Ensure that members of the Committee maintain the level of independence required by applicable legislation;
- Review the annual assessment of the Committee and take the appropriate measures to correct the weaknesses underlined by the assessment;
- Ensure that the other members of the Committee understand the role and responsibilities of the Committee;
- Ensure that sufficient information is provided by management to enable the Committee to exercise its duties;
- Ensure that all Committee recommendations to the Board are appropriately tabled;
- Ensure that external advisors retained or to be retained by the Committee are appropriately qualified;
- Ensure that the Committee has access to such members of senior management as required from time to time;
- Ensure that the members of the Committee have the skills, experience and talents required for the Committee on an ongoing basis;
- Chair every meeting of the Committee and encourage candid, free and open discussions at meetings of the Committee;
- Report to the Board of Directors on behalf of the Committee; and
- Carry out other duties as requested by the Board, depending on need and circumstances.

December 15, 2005