

OccuLogix, Inc.

Compensation Committee Charter

September, 2005

The Compensation Committee ("Committee") is appointed by the Board of Directors ("Board") of OccuLogix, Inc. ("Company") to provide independent and objective guidance and oversight regarding compensation issues of the Company, its subsidiaries and affiliates.

The Committee shall be comprised of at least three outside independent directors. The other directors and the Chief Executive Officer are welcome to attend any meeting. The Committee shall make regular reports to the Board of Directors. The Compensation Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The responsibilities of the Compensation Committee include the following:

I. GENERAL RESPONSIBILITIES

- A. The Committee shall assist the Board in fulfilling its responsibilities to shareholders, potential shareholders and the investment community relating to compensation issues.
- B. In fulfilling its mission, the Committee shall discharge the Board's responsibilities relating to compensation of Company executives and directors, and in furtherance thereof, the Committee shall, in accordance with applicable rules and regulations:
 - Keep itself informed as to both current and potential executive and director compensation issues that may affect the Company, whether arising in the forum of public debate or within the Company.
 - Determine the compensation of the Chief Executive Officer and the components thereof, and in determining the long-term incentive component of the Chief Executive Officer's compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer in previous years.
 - Review, approve and make recommendations to the Board with respect to non-CEO executive officer and director compensation.

- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans that are subject to Board approval, and oversee the operation and administration of such plans.
- Have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the Chief Executive Officer's or senior executive or director compensation and the sole authority to approve the consultant's fees and other retention terms. The Committee shall disclose the identity of any compensation consultant and the nature of the work to be provided.
- Recommend for approval by the full Board any other actions or policies related to compensation issues which the Committee may deem appropriate.
- Regularly report its activities to the Board.

II. SPECIFIC AUTHORITY AND DUTIES

A. Executive Compensation

At least annually, the Committee shall:

- Review and approve Company goals and objectives relevant to the compensation of the Chief Executive Officer, and evaluate the performance of the Chief Executive Officer in light of those goals and objectives; and the Committee shall have the sole authority to determine the compensation of the Chief Executive Officer based on this evaluation.
- Review and approve the compensation of the other executive officers, including establishment and evaluation of any relevant performance goals.
- Review the status of any long-term compensation plans for senior management.
- Where required, approve performance goals for performance-based compensation, and determine whether those goals are achieved.

The Committee shall produce a compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement filed with the SEC.

B. Equity-Based Compensation

The Committee shall have the exclusive authority to interpret, administer and grant awards under all equity-based compensation plans of the Company, except as otherwise approved or directed from time to time by the Board of Directors or as provided in a particular plan.

III. ADMINISTRATION

A. Procedures

To the extent not otherwise specifically provided for herein or by specific directive of the Board, the Committee shall follow any applicable key practices and procedures for committees that may be developed and revised from time to time.

B. Interpretation and Implementation

This Charter shall be interpreted and implemented in a manner consistent with the rules and regulations of the Securities and Exchange Commission, NASDAQ and the Toronto Stock Exchange. Subject to that limitation, the Committee shall have the authority to interpret this Charter to the extent necessary to carry out its duties and responsibilities hereunder, subject to the ultimate authority of the Board.

C. Amendment.

This Charter may be amended from time to time by a majority vote of the full Board.