

# **CANOE MINING VENTURES CORP.**

## **- COMPENSATION COMMITTEE CHARTER -**

### **PURPOSE OF THE COMPENSATION COMMITTEE**

The Compensation Committee (the “**Committee**”) of Canoe Mining Ventures Corp. (the “**Corporation**”) is a committee of the Board of Directors (the “**Board**”) whose primary function is to monitor and make recommendations to the Board in respect of the total compensation paid by the Corporation to its senior executives and with respect to the granting of options to be granted by the Corporation to its senior executives and the members of the Board.

### **STRUCTURE OF THE COMMITTEE**

#### ***Composition***

Ideally, the Committee shall be comprised of two or more directors, the majority of whom shall be “independent” directors (within the meaning set out in National Instrument 58-101 on “Disclosure of Corporate Governance Practices” adopted by the Canadian Securities Administrators) free from any relationship that would interfere with the exercise of the director’s independent judgment.

#### ***Appointment of Members***

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above.

#### ***Appointment of Chairman***

The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not so designated or present at a meeting, the members of the Committee may designate a Chair of the Committee by majority vote of the Committee membership.

#### ***Rules of Procedure***

Except as expressly provided in this Charter or the Bylaws of the Corporation, the Committee shall fix its own rules of procedure.

#### ***Meetings***

In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis (with meetings at least once annually) and shall otherwise meet at such times as the Chair of the Committee shall designate.

### **PRIMARY RESPONSIBILITIES OF THE COMMITTEE**

#### ***Responsibilities***

As long as the Corporation is a reporting issuer in Canada, the Committee shall review annually the total compensation (including direct salary and annual bonus as well as long term stock-related incentive plans) paid to each Executive Officer (as defined under National Instrument 51-102 on “Continuous Disclosure Obligations” adopted by the Canadian Securities Administrators) as well as the granting of options to be granted pursuant to the Corporation’s Incentive Stock Option Plan.

#### ***Review of Corporate Goals***

The Committee shall be responsible for reviewing and considering corporate goals and objectives relevant to compensation for all Executive Officers, evaluating the performance of

each Executive Officer in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) the level of compensation for the Executive Officers based on this evaluation. In considering Executive Officers other than the Chief Executive Officer, the Committee shall take into account the recommendation of the Chief Executive Officer.

***Authority of the Committee***

The Committee shall be responsible for and have authority as the Corporation's "Option Committee" under the Corporation's Incentive Stock Option Plan, to administer the Plan and make all decisions regarding option grants, including option terms and amendments, thereunder.

The Committee shall also review, and recommend to the Board for its approval (a) the Report on Executive Compensation required to be included in the Corporation's Management Information Circular; (b) matters relating to any pension plans of the Corporation, including plan design and benefit improvements; and (c) any severance or similar termination payments proposed to be made to any current or former Executive Officer.

***Review of Compensation***

The Committee shall also review annually, and submit to the Board for its approval, the compensation to be paid to members of the Board as directors, in light of director compensation guidelines established by the Board.

**DUTIES OF THE COMMITTEE**

***Minutes***

The Committee shall maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

***Conduct Investigations***

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities. After discussion with the Board, it shall have the ability to retain, at the Corporation's expense, such compensation consultants or legal assistance it deems necessary in the performance of its duties.

**EFFECTIVE DATE**

This Charter was approved and adopted by the Board on December 12, 2013 and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date.