

CANOE MINING VENTURES CORP.

- TECHNICAL COMMITTEE CHARTER -

TECHNICAL COMMITTEE

The Technical Committee (the “**Committee**”) of Canoe Mining Ventures Corp. (the “**Corporation**”) has adopted this Technical Committee Charter. The Technical Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board of Directors (the “**Board**”) for approval.

Meetings of the Committee are conducted when required and its operating duties are described below.

I. Purpose

It is the Corporation’s policy that the Technical Committee is to stay abreast with progress of engineering studies, exploration programs, and other technical activities and report progress to the Board. The purpose of the Committee is to assist the Board with its duties and responsibilities in evaluating, overseeing the exploration and development of, and reporting on the Corporation’s mining projects.

The Committee shall assist the Senior Officers (as defined below) in fulfilling their responsibility for oversight of the development of the Corporation’s exploration and development projects. The Committee is responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Review and approve technical (geological, drilling, mine engineering and process engineering) plans, schedules, and budgets;
- Review and approve any release of material containing technical (engineering or geological) information for compliance with National Instrument 43-101 (“**NI43-101**”) and industry standards, including, but not limited to news releases containing technical or geological information, information circulars, annual information forms, management discussion and analysis, technical reports, preliminary economic analyses, pre-feasibility studies, and feasibility studies;
- Design, establish and monitor controls and other procedures (which may include procedures currently used by the Corporation) that are designed to ensure that development of corporate exploration and development projects are on schedule and within budget;
- Discuss with the Senior Officers and Board all relevant information with respect to the Committee’s proceedings;

In discharging its duties, the Committee shall have full access to all of the Corporation’s books, records, facilities, and personnel.

II. Organization

The membership of the Committee shall consist of the Corporation's Chief Executive Officer and/or Qualifying Person or Persons (as such term is defined by NI43-101) (the "**Senior Officers**") as well as up to three Directors. Such members may be replaced, or new members added, at any time and from time to time by the Board. Notwithstanding the foregoing, the Senior Officers at their option may at any time assume any or all of the responsibilities of the Technical Committee identified in this Charter.

One member of the Committee shall be appointed by the Senior Officers as Chairman of the Committee. The Chairman shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Committee's procedures shall be determined by any Senior Officer or, in their absence from any meeting, the Chairman.

III. Other Responsibilities

The Committee shall also have such other responsibilities as the Senior Officers or Board may assign to it from time to time.

Change of Committee Members

The committee members may be changed with proper approval from the Committee and the Board.

Quorum

A quorum at any technical committee meeting shall be a majority of members of the technical committee present in person or by conference call. No business shall be transacted at any technical committee meeting unless the requisite quorum shall be present at the time of the transaction of such business.

Meetings

In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on a quarterly basis (or more regularly as dictated by the Corporation's exploration and development projects) and shall otherwise meet at such times as the Chair of the Committee shall designate.

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.

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.