

# **OREX MINERALS INC.**

## **CORPORATE GOVERNANCE**

### **COMPENSATION COMMITTEE CHARTER**

#### **PURPOSE**

The Compensation Committee, (the “Committee”) of Orex Minerals Inc. (the “Company”) under the direction of the Board, has overall responsibility for recommending levels of executive compensation in order to attract, hire, retain and motivate the Company’s Chief Executive Officer, Chief Financial Officer, and other executive officers (collectively, the “Management”) and certain key employees and non-executive officers below the vice-president level (collectively, the “Non-Management Officers”) and for recommending compensation of directors. The Committee shall also have such other powers and duties as may be delegated to it by the Board from time to time.

The term “compensation” shall include: contractual cash payments, cash, performance bonuses, stock options, contract termination arrangements, and any other compensatory rights or benefits, direct or indirect, as applicable.

#### **COMPOSITION OF THE COMPENSATION COMMITTEE**

The Committee shall be comprised of a minimum of three (3) members, each of whom, to the extent possible, shall be “independent” directors, as defined in section 1.4 of NI 52-110. Upon resignation of a member of the Committee, the vacancy shall be filled by appointment by the Board as soon as practical.

#### **DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by and on behalf of and for the Board.

The Committee shall:

- a) Review from time to time as required and recommend to the Board for approval as necessary the performance targets and corporate goals relevant to Management compensation and evaluate the performance of Management based on such goals.
- b) Review from time to time as required and recommend to the Board for approval the proposed appointment of any person to Management.
- c) Review from time to time as required and recommend to the Board for approval the compensation of Management, considering all relevant matters including the long-term and short-term goals of the Company, and the effectiveness of Management in achieving those goals, the skills, qualifications, and level of responsibility of Management, and compensation provided by comparative companies.
- d) Review as necessary from time to time and recommend to the Board for approval the compensation of Non-Management Officers, considering all relevant matters including the long-term and short-term goals of the Company and the effectiveness of such Non-Management Officers in achieving those goals, the skill, qualifications and level of responsibility of the Non-

Management Officers, and compensation provided by comparative companies, provided that such determination shall be subject to any applicable Board policies.

- e) Administer the Company's stock option plan, and other compensatory plans adopted by the Company and review and recommend to the Board for approval all benefits to be granted under such plans to Management and Non-Management Officers as applicable, in accordance with any guidelines established by the Board.
- f) With the assistance of Management, monitor trends in compensation of directors and management, review and recommend to the board for approval as necessary the Company's compensation policies and plans.
- g) Review and recommend to the Board for approval all of the Company's executive compensation disclosure, including compensation philosophy, before it is publicly disclosed.
- h) Review and recommend to the Board for approval all disclosure regarding the Company's stock option plans, and other compensatory plans adopted by the Company that are submitted for shareholder approval.
- i) Review from time to time as required and recommend to the Board for approval the compensation of directors who serve on the Board or its committees, considering all relevant matters including the goals of the Company, the effectiveness of the Board, each committee, and each director in achieving their mandates, time commitments of directors, compensation provided by companies comparable to the Company, and levels of responsibility.

The Committee shall have authority to engage outside consultants to review the Company's compensation program.

#### COMPENSATION COMMITTEE MEETINGS

The Committee will meet on a regular basis at least annually and will hold special meetings as circumstances require. The timing of the meetings to be scheduled for an upcoming fiscal year shall be determined by the Committee prior to the beginning of such fiscal year. A calendar of proposed meeting(s) will be reviewed by the Committee at the same time as the annual Governance review. In addition, the Committee will meet at any time that any Committee member believes is necessary. At all Committee meetings a majority of the total number of members shall constitute a quorum. Minutes shall be taken at each meeting and retained.

The Committee shall conduct a portion of each meeting without the presence of either Management or Non-Management Officers as the Committee deems necessary.

The Committee shall conduct an annual assessment of the Committee Charter for adequacy and recommend any changes to the Board, and an annual assessment of its performance and report the results to the Board.