

# **Laramide Resources Ltd.**

## **Compensation Committee Charter**

### **Purpose of Charter**

The Compensation Committee is appointed by the Board of Directors (the “Board”) of Laramide Resources Ltd. (the “Corporation”) to establish, administer and evaluate the compensation philosophy, policies and plans for non-employee directors and executive officers, to make recommendations to the Board regarding director and executive compensation and to review the performance and determine the compensation of the Chairman and Chief Executive Officer, based on criteria including the Corporation’s performance and accomplishment of long-term strategic objectives.

### **Composition and Procedure**

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of Canadian securities laws and the TSX. The members and chair of the Committee shall be appointed and removed by the Board.

The Committee shall meet at least twice each year. Additional meetings may occur as the Committee or its chair deems advisable. The Compensation Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with: (a) any provision of this Charter; (b) any provision of the Articles and By-laws of the Corporation; (c) the *Business Corporations Act* (Ontario); or (d) other applicable laws.

The Committee shall keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

### **Committee Authority and Responsibilities**

**1. CEO Compensation.** Based upon an annual evaluation of the Chief Executive Officer’s performance, the Compensation Committee will determine and approve the Chief Executive Officer’s compensation. In making its determination, the Compensation Committee may consider the Corporation’s performance and relative shareholder return, the compensation of chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, and such other factors as the Compensation Committee deems relevant. The Chief Executive Officer shall not be present during voting or deliberations about the Chief Executive Officer’s compensation.

**2. Compensation of Other Executives.** The Compensation Committee will review and make recommendations to the Board with respect to compensation of directors and all other elected corporate officers at appropriate time periods. The Compensation Committee will take account of each individual corporate officer’s performance, the Corporation’s overall performance and comparable compensation paid to similarly-situated officers in comparable companies.

**3. Executive Agreements.** The Compensation Committee will review, and if appropriate, approve employment agreements, severance arrangements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for each officer of the Corporation.

**4. Incentive Compensation Plans.** The Committee will administer the Corporation’s Stock Option Plan and such other stock option or equity participation plans as may be adopted by the shareholders or the Board of Directors from time to time within the authority delegated by the Board.

**5. Use of External Consultants.** The Committee may engage the services of external consultants to assist them in implementing, administering, and maintaining Compensation Plans, Executive Agreements, Incentive Compensation Plans, and any other duties and responsibilities as may be assigned by the Board from time to time.

**6. Annual Report.** The Compensation Committee will prepare an annual report on executive compensation for inclusion in the Corporation's proxy statement.

**7. Additional Assignments.** The Committee will perform such other duties and responsibilities as may be assigned by the Board from time to time.