

O3 Mining

COMPENSATION COMMITTEE CHARTER

Effective as of July 5, 2019

O3 MINING INC.

COMPENSATION COMMITTEE CHARTER

1. GENERAL

The Board of Directors (the "**Board**") of O3 Mining Inc. (the "**Corporation**") shall establish a Compensation Committee (hereinafter referred to as the "**Committee**") consisting of members meeting the criteria set out herein. The qualifications, authority, responsibility and specific duties of the Committee are set forth herein.

2. PURPOSE

The purpose of the Committee is to assess and make recommendations to the Board regarding certain compensation matters as delegated by the Board. These responsibilities include:

- (a) the development of human resource strategy, policies and programs;
- (b) matters relating to the proper utilization of human resources within the Corporation, with a special focus on senior management succession, development and compensation;
- (c) making recommendations in relation to director and senior executive compensation; and
- (d) developing recommendations with respect to other employee benefits as they see fit.

In the performance of its duties, the Committee is expected to be focused on offering competitive compensation to attract, retain and motivate the very best qualified executives that will enable the Corporation to meet its goals; while acting in the interests of the Corporation and its stakeholders, including but not limited to its shareholders. It is also expected that in pursuing these objectives, the Committee will act in a manner that is fiscally responsible.

3. COMPOSITION AND MEETINGS

- (a) The Committee and its membership shall meet all applicable legal, requirements, including, without limitation, those of the Ontario Securities Commission ("**OSC**"), the Ontario *Business Corporations Act* ("**OBCA**"), any stock exchange upon which the securities of the Corporation trade and all other applicable securities regulatory authorities.
- (b) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.
- (c) The Committee shall be composed of no less than three directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as the chair (the "**Chair**") of the Committee.

- (d) Each of the members of the Committee shall be "independent" (as defined under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") of the Canadian Securities Administrators).
- (e) Each member of the Committee shall serve at the pleasure of the Board. The Committee shall report to the Board.
- (f) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum. For greater certainty, if at any time the Committee is comprised of two members, both members shall constitute a quorum.
- (g) If within one hour of the time planned for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting and shall be at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting and shall be at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present (a "**Reduced Quorum**").
- (h) If, and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum or, if applicable, a Reduced Quorum is present in respect of a specific Committee meeting.
- (i) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours' notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- (j) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- (k) The Committee shall keep minutes of its meetings, which shall be available for review by the Board at any time. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- (l) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend meetings of the Committee.

- (m) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
- (n) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.
- (o) Develop an annual work plan that ensure that the Committee carries out its responsibilities.

4. RESPONSIBILITIES

The Committee responsibilities are as follows:

- (a) having regard to, among other things, competitive positions and individual performance, annually review and recommend to the Board for the remuneration of the senior executives of the Corporation, namely, any executives in the offices of Chief Executive Officer, President, Vice-Presidents, Chief Financial Officer and any senior executives of the Corporation having comparable positions as may be specified by the Board (collectively, the "**Senior Executives**");
- (b) to review the Chief Executive Officer's goals and objectives for the upcoming year and to provide an appraisal of the Chief Executive Officer's performance at the end of the year;
- (c) to review with the Chief Executive Officer the goals and objectives of other Senior Executives, and their compensation and performance;
- (d) to review and make recommendations to the Board in relation to employment offers for a Chief Executive Officer or any senior executive employment offer, or any offer that contains special terms including, but not limited to, any retiring or other allowance agreements, equity based compensation and any proposed change of control provisions;
- (e) at its discretion, to propose to the Board the engagement of, and manage and supervise, compensation consultants to assist in the evaluation of Senior Executives' and Directors' compensation, including the fees and other terms of the retention;
- (f) to review and recommend to the Board for its approval the remuneration and other incentive plans of directors. The Committee should consider such compensation and benefits in relation to the responsibilities and risks involved in being a director of the

Corporation and seek to align the interests of the directors with the best interests of the Corporation and its stakeholders, including but not limited to its shareholders;

- (g) to review on an annual basis the remuneration policies of the Corporation, including the total remuneration (including benefits) and the main components thereof for the directors and Senior Executives, and to compare such remuneration policies with the remuneration practices of peers in the same industry. The Committee may employ independent experts periodically as determined necessary to review remuneration policies for directors and Senior Executives;
- (h) to review periodically the structure and implementation of bonus plans and all share compensation plans and consider these in light of new trends and practices of peers in the same industry;
- (i) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Corporation in respect of meetings of the shareholders of the Corporation relating to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies and to review and finalize the report on executive compensation required in any management information circular of the Corporation, including the Report on Executive Compensation, Employment Agreements, Stock Option Plans, and Options granted during the most recently completed financial year, and any other compensation arrangements;
- (j) subject to the powers of the Board, shareholder approval of all share compensation plans and receipt of all necessary regulatory approvals, to determine those directors, officers, employees and consultants of the Corporation who will participate in long term incentive plans; to determine the number of shares of the Corporation allocated to each participant under such plan; to determine the time or times when ownership of such shares will vest for each participant; and to administer all matters relating to any long term incentive plan and any employee bonus plan to which the Committee has been delegated authority pursuant to the terms of such plans or any resolutions passed by the Board;
- (k) to make recommendations annually regarding the Chief Executive's and senior executives entitlement to be paid a bonus under any employee bonus plan;
- (l) report regularly to the Board in relation to any matters arising from its review of compensation practices of the Corporation;
- (m) Review and assess its mandate and recommend any proposed changes to the Board on an annual basis; and
- (n) Evaluate the function of the Committee on an annual basis.