



**AMEX EXPLORATION INC.**  
(the "Corporation")

**COMPENSATION COMMITTEE  
CHARTER**

**PURPOSE**

1. The Compensation Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of the Corporation which is appointed by and reports to the Board, with a mandate to assist the Board in fulfilling its oversight responsibilities related to:
  - (a) appointment, performance evaluation and compensation of the Corporation's President and Chief Executive Officer ("**CEO**") and other executive officers of the Corporation (collectively, "**Executive Officers**");
  - (b) succession planning relating to the CEO, other Executive Officers and other key employees including appointments, reassignments and terminations;
  - (c) compensation structure for the CEO and other Executive Officers including annual, mid-term and long-term incentive plans and incentive plans involving share issuances or share awards, including termination or change of control payments;
  - (d) determination of director compensation;
  - (e) reviewing the annual report on senior management compensation for inclusion in the Corporation's Management Proxy Circular in accordance with the rules and regulations; and,
  - (f) share ownership guidelines for the CEO, other Executive Officers and directors.

**COMMITTEE MEMBERSHIP**

1. The Board of the Corporation shall annually appoint a minimum of three directors to the Committee, who shall be independent, as determined by the Board in accordance with the applicable requirements of the laws governing the Corporation including National Instrument 58-101 *Disclosure of Corporate Governance Policies*, as amended from time to time, and the rules of the applicable stock exchanges on which the Corporation's securities are listed.
2. Members of the Committee shall be appointed at the first meeting of the Board typically held following the Annual General Meeting of the Corporation.
3. A member may resign from the Committee and may be removed and replaced at any time by the Board. A member of the Committee will automatically cease to be a member at such time as that individual ceases to be a director of the Corporation.



## **CHAIR OF THE COMMITTEE**

1. The Board shall in each year appoint a Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member to act as interim Chair.
2. The Chair shall have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and shall, in any event, advise all other members of any decisions made or powers exercised as soon as practicable thereafter.
3. The Chair shall be responsible to:
  - (a) Set the agenda and Chair the Committee meetings;
  - (b) ensure the Committee meets regularly and performs its duties effectively as set out herein; and
  - (c) report to the Board on the activities of the Committee.

## **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

1. The Committee shall have authority and be responsible to perform the following:

### **Appointment, Performance Evaluation, and Compensation of the CEO:**

- (a) annually review and approve the position description of the CEO and the corporate performance goals and objectives relevant to determining the CEO's compensation;
- (b) evaluate the CEO's performance in light of the corporate goals and objectives established on an annual basis;
- (c) make recommendations to the Board with respect to the CEO's compensation based (i) on its evaluation of the CEO's performance, including, as appropriate, salary, bonus, incentive and equity compensation and benefit plans, and (ii) to the extent applicable, compensation paid to CEOs of companies in similar industries and at similar levels of development as the Corporation;
- (d) review shareholdings of the CEO relative to the share ownership guidelines established by the Committee, including current holdings of share-equivalent units;
- (e) consider and as appropriate approve any agreements, including those addressing retirement, termination of employment or other special circumstances, including terms and conditions of appointments, between the Corporation and the CEO, for execution by the Committee Chair; and
- (f) develop and implement a CEO succession plan.



**Appointment, Performance Evaluation, and Compensation of other Executive Officers:**

- (a) annually review and approve the evaluation process and compensation structure for other Executive Officers;
- (b) make recommendations to the Board with respect to other Executive Officer's compensation based (i) on its evaluation of other Executive Officer's performance, including, as appropriate, salary, bonus, incentive and equity compensation and benefit plans, and (ii) to the extent applicable, compensation paid to other Executive Officers of companies in similar industries and at similar levels of development as the Corporation;
- (c) assess the competitiveness and appropriateness of the Corporation's executive compensation plans and policies;
- (d) review shareholdings of the Executive Officers relative to the share ownership guidelines established by the Committee;
- (e) consider and as appropriate approve any agreements, including those addressing retirement, termination of employment or other special circumstances, including terms and conditions of appointments, between the Corporation and such Executive Officers, for execution by the CEO; and
- (f) review management's succession planning for such Executive Officers.

**Board of Director Compensation:**

- (a) annually review and recommend to the Board a compensation package for members of the Board, taking into account the relative responsibilities of directors in serving on the Board and on the various subcommittees of the Board.

**Compensation Plans:**

- (a) review and approve the Corporation's compensation philosophy, policies, plans and guidelines annually and recommend any changes to the Board including compensation principles and objectives for total compensation, desired competitive positioning and the selection of companies used to benchmark executive and director compensation;
- (b) review and recommend to the Board any new incentive compensation and equity compensation plans;
- (c) manage and administer all equity compensation plans, including Corporation's Stock Option Plan, and make recommendations respecting individual and aggregate grants of equity and options and any changes to such plans; and
- (d) review all material proposed actions with respect to pension plans for approval by the Board.



**General:**

- (a) review and approve as appropriate any changes to share ownership guidelines applicable to the CEO, other Executive Officers and directors.

**MEETINGS**

1. The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
2. No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members shall constitute a quorum.
3. The Committee shall meet as often as it deems necessary to carry out its responsibilities but not less frequently than annually.
4. The time at which, and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of association of the Company, this Charter or otherwise determined by resolution of the Board.
5. Meetings may be held in person, by teleconferencing or by videoconferencing
6. Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.
7. Minutes of the Committee will be kept by the Secretary. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of the Company.
8. The Chair shall preside at all meetings of the Committee at which he or she is present and shall develop the agenda for each Committee meeting. The agenda for each meeting of the Committee, other than an ad hoc meeting, shall be delivered to each member of the Committee at least 48 hours prior to any meeting of the Committee, together with such other materials as the Chair determines necessary.

**ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS**

1. The Committee shall have full, free and unrestricted access to management and employees and to the relevant books and records of the Company. The Committee may invite such other persons (i.e. the CEO, CFO, Controller) to its meetings, as it deems necessary; provided, however, the CEO and other Executive Officers shall not be present during voting deliberations or at meetings at which their compensation or performance is discussed or determined.
2. The Committee may, with the approval of the Board, retain or obtain the advice of, any



compensation consultant, legal counsel or other adviser (each, a "**Compensation Adviser**" and collectively, "**Compensation Advisers**") as it deems necessary or advisable for the fulfillment of its responsibilities. The Corporation will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. Prior to engaging or obtaining advice from any Compensation Adviser other than in-house legal counsel, the Committee shall assess the independence of the Compensation Adviser. The Committee is required to conduct the independence assessment with respect to any Compensation Adviser that provides advice to the Committee.

## **REPORTING REQUIREMENTS**

The Committee shall make regular reports to the Board, through the Chair, following meetings of the Committee.

## **ANNUAL REVIEW AND ASSESSMENT**

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Dated: May 4, 2020

Approved By: Board of Directors