

**PREMIUM EXPLORATION INC.  
(the "Company")**

**COMPENSATION COMMITTEE CHARTER**

The compensation committee of the Company (the "Committee") is a committee of the board of directors of the Company (the "Board"). The role of the Committee is to:

- establish a remuneration and benefits plan for directors, executives and other key employees;
- review the adequacy and form of compensation of directors and senior management;
- establish a plan of succession;
- undertake the performance evaluation of the Chief Executive Officer (the "CEO") in consultation with the Chairperson (as herein defined); and
- make recommendations to the Board.

**I. DUTIES AND RESPONSIBILITIES**

**Human Resources**

1. To review the corporate succession and development plans for the Company at the executive officer level.
2. To review and approve any hirings, transfers, promotions and severance or similar termination payments proposed to be made to any current or former member of senior management of the Company.
3. To review and monitor executive development programs and management assessment programs.
4. To prepare and issue the evaluations and reports required under the heading "Reports" below.
5. To review and monitor the overall employment environment of the Company.
6. To consider any such other human resources issues as it considers appropriate or as may be referred to it by the Board.

**Compensation**

7. In consultation with senior management, the Committee shall establish the Company's general compensation philosophy and oversee the development and implementation of compensation programs in order to support the Company's overall business objective, attract and retain key executives and provide appropriate compensation at a reasonable cost while enhancing shareholder value creation.

8. To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation, subject to the approval of the Board. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the terms of the CEO's employment agreement, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
9. To review and approve any compensation and compensation programs applicable to the senior management of the Company. In undertaking such review the Committee will:
  - (a) obtain compensation data concerning companies that would be regarded as comparable to the Company, and to the extent possible, understand the basis upon which such comparable companies compensate senior management;
  - (b) ensure that the CEO has a policy of meeting with senior management from time to time with a view to understanding personal needs, requirements and expectations and monitor the Company's responsiveness to the concerns of senior management; and
  - (c) document proceedings and decisions with a view to justifying, to the extent necessary, decisions that have been reached to shareholders and other key stakeholders.
10. To make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
11. To exercise all of the powers of the Board with respect to the stock option plans of the Company approved by the Board, including the authorization of stock option grants and the making of determinations and the exercise of discretion contemplated by such Plans.
12. To review and approve stock option grant guidelines proposed by management (taking into account the limits of the stock option plans requiring shareholder approval).
13. To specifically review and approve any amendment to an existing stock option plan(s), subject to the obtaining of any required consents of applicable stock exchanges or securities regulatory authorities.
14. To recommend to the Board, from time to time, the remuneration to be paid by the Company to directors in light of time commitment, fees paid by comparable companies and responsibilities.
15. To review executive compensation disclosure before the Company publicly discloses this information.
16. To keep abreast of current developments in executive compensation in companies engaged in similar industries.
17. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

## **II. MEMBERSHIP**

The Committee shall consist of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and is otherwise "unrelated" or "independent" as required under applicable securities rules or applicable stock exchange rules.

Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

## **III. PROCEDURES**

1. The Board shall appoint one of the directors elected to the Committee as the Chairperson of the Committee (the "Chairperson"). In the absence of the appointed Chairperson from any meeting of the Committee, the members shall elect a Chairperson from those in attendance to act as Chairperson of the meeting.
2. The Chairperson will appoint a secretary (the "Secretary") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chairperson.
3. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. The majority of the members 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 plus one shall constitute a quorum.
4. The Committee will meet as many times as is necessary to carry out its responsibilities. The Chairperson or any two members of the Committee may call meetings.
5. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of the Company or otherwise determined by resolution of the Board.
6. The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
7. The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the Chief Financial Officer such records and other matters considered appropriate.

**IV. REPORTS**

The Committee shall produce the following reports and provide them to the Board:

1. an annual report of the Committee for inclusion in the Company's annual proxy statement;
2. an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make this report; and
3. a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.