



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Compensation Committee is a committee of the Board of Directors of Excelsior Mining Corp. (the “Company”) with the primary function to assist the Board of Directors in fulfilling its oversight responsibilities by:

- Reviewing and approving and then recommending to the Board of Directors salary or consulting fees, bonus, and other benefits, direct or indirect, and any change-of-control packages of the President and Chief Executive Officer and any other management individual at that level or above;
- Considering and if deemed appropriate approving, with or without revision, the recommendation of the President and Chief Executive Officer on the salary or consulting fees, bonus, and other benefits, direct or indirect, and any change-of-control packages of the Company’s other officers;
- Reviewing compensation of the Board of Directors on at least an annual basis;
- Administration of the Company’s compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by the Company from time to time;
- Research and identification of trends in employment benefits;
- Establishment and periodic review of the Company’s policies in the area of Management benefits and perquisites based on comparable benefits and perquisites in the mining industry.

II. COMPOSITION AND MEETINGS

The Compensation Committee shall be comprised of at least three directors, the majority of whom shall be an “independent director” within the meaning of National Policy 58-201 *Corporate Governance Guidelines*, as outlined in attached Schedule “A”. Pursuant to Canadian corporate governance guidelines, in order to be considered “independent”, directors shall have no direct or indirect material relationship with the Company. A director shall be considered independent unless a reasonable person with knowledge of all relevant circumstances would conclude that the director is in fact not independent of management or of any significant

shareholder. Each Compensation Committee member shall also possess skills and/or experience that are relevant to the mandate of the Compensation Committee.

The members of the Compensation Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors or until their successors are duly elected. Unless a Chairman of the Committee is elected by the full Board of Directors, the members of the Compensation Committee may designate a Chairman by majority vote of the full membership of the Compensation Committee.

Any director of the Company shall be entitled to receive notice of and attend meetings of the Committee. In addition, the Committee may ask members of Management or others to attend meetings or to provide information as necessary. The Committee may, in its sole discretion, engage compensation consultants, independent legal counsel or other advisers (any of which, an "Adviser") at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities. Prior to selecting an Adviser, the Committee will take into consideration all relevant factors, including:

- the provision of other services to the Company by the Adviser (or, if applicable, his or her employer);
- the amount of fees received from the Company by the Adviser (or, if applicable, his or her employer) as a percentage of the total revenue of the Adviser (or, if applicable, his or her employer);
- the policies and procedures of the Adviser (or, if applicable, his or her employer) that are designed to prevent conflicts of interest;
- any securities of the Company owned by the Adviser (or, if applicable, his or her employer);
- any business or personal relationship of the Adviser with a member of the Committee; and
- any business or personal relationship of the Adviser with an executive officer of the Company.

Quorum for the transaction of business at any meeting of the Compensation Committee shall be a majority of the members of the Compensation Committee or such greater number as the Compensation Committee shall by resolution determine.

Meetings of the Compensation Committee shall be held from time to time as the Compensation Committee or the Chairman of the Compensation Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

III. RESPONSIBILITIES AND DUTIES

Responsibilities and duties of the Compensation Committee include:

1. As necessary, reviewing and revising this Charter with the approval of the Board of Directors.
2. Providing periodic reports to the Board of Directors on compensation matters.
3. Annually reviewing and making recommendations to the Board of Directors upon the recommendation of the President and Chief Executive Officer with respect to the Company's overall compensation and benefits philosophies and programs for the Chief Financial Officer and other officers, including base salaries or consulting fees, bonus and any incentive plans, deferred compensation and share purchase or issuance plans including stock options. As part of its review process, the Compensation Committee may review peer group and other mining industry compensation data reported through surveys and other sources.
4. Annually reviewing and making recommendations to the Board of Directors with respect to the Company's compensation and benefit programs for the President and Chief Executive Officer, including base salary or consulting fees, bonus or other performance incentives and stock options. The President and Chief Executive Officer's contribution towards the Company's achievement of business goals and objectives for the previous financial year will form the basis for the Compensation Committee's recommendations concerning bonus or other performance recognition awards.
5. In consultation with the President and Chief Executive Officer, reviewing and making recommendations to the Board of Directors with respect to the implementation or variation of stock option, share purchase plans and compensation and incentive plans. The number of options granted will give consideration to the potential contribution an individual may make to the success of the Company.
6. The Compensation Committee shall prepare a report on Executive Compensation on an annual basis in connection with the preparation of the annual management information circular or as otherwise required pursuant to applicable securities laws and ensure that it reviews all executive compensation disclosure before it is publicly disclosed.
7. The Report on Executive Compensation should describe the process undertaken by the Compensation Committee and should speak specifically to the weighting factors and target levels set out in the determination of the executive's compensation. Where there are no clearly pre-established targets or payout ranges, the Report on Executive Compensation should clearly indicate this fact.
8. The Compensation Committee is responsible for reviewing and recommending to the Board the compensation of the Board of Directors including annual retainer, meeting fees, option grants and other benefits conferred upon the Board of Directors.

9. The Compensation Committee is responsible for viewing and submitting to the Board of Directors as a whole, recommendations concerning executive compensation and compensation plan matters. Unless such matters are delegated specifically to the Compensation Committee, the Compensation Committee shall only make recommendations to the Board of Directors for their consideration and approval, if appropriate. The Board of Directors will have the responsibility to instruct management to implement the directives.

Dated: September 30, 2014