

COPPERBANK RESOURCES CORP.
(the "Company")

CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

The Compensation Committee of the Board of Directors consists of at least three directors, the majority of whom shall be independent unless otherwise required by securities regulation. The Committee meets at least annually, or more frequently as required.

The purpose of the Compensation Committee is to assist the Board in (i) discharging its duties relating to compensation of the executive officers of the Company and (ii) establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement. The Committee's goal is to enable the Company to attract, retain and motivate talented employees who will contribute to the long term success of the Company, by aligning compensation with market conditions, Company performance, and the interest of shareholders to maximize shareholder value.

The Committee's duties and responsibilities are:

- to review and approve corporate goals and objectives.
- to review the compensation of Chief Executive Officer ("CEO") and to make recommendations to the Board with respect to the CEO's compensation level.
- to make recommendations to the Board with respect to the compensation of other senior management and executive officers of the Company.
- to review the compensation and benefits of the directors and to ensure that such compensation reflects the responsibilities and risks involved in being a director.
- to review and make recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive stock options for all employees, consultants, directors and officers.
- to review and approve the disclosure to be made of director and executive remuneration in the Management Information Circular.
- to ensure there are appropriate training, development and benefit programs in place for management and staff.
- to review and make recommendation to the Board for its approval on any special compensation and benefit arrangements.
- to review its compensation practices by comparing them to surveys of relevant competitors and to set objective compensation based on this review.
- to perform such other functions as the Board may from time to time assign to the Committee.
- to review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and to recommend changes to the Board for its approval.

- to advise the Chairman of the Board and the Board of directors on matters of corporate governance, including adherence to any governance guidelines or rules established by applicable regulatory authorities.
- to advise the Board on issues of conflict of interest for individual directors.
- to examine the effectiveness of the Company's corporate governance practices at least annually and to propose such procedures and policies as the Committee believes are appropriate to ensure that the Board functions independently of management, management is accountable to the Board and procedures are in place to monitor the effectiveness of performance of the Board, committees of the Board and individual directors.
- to periodically review the mandates of the Board and committees of the Board and determine what additional committees of the Board, if any, are required or appropriate.
- to develop such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public Company obligations.
- to take such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to the TSX guidelines or recommendations and other regulatory requirements on corporate governance.
- to review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, to recommend changes to the Board of Directors for its approval.

EFFECTIVE DATE: JANUARY 20, 2015

COMMITTEE OPERATIONS – GENERAL GUIDELINES

Committee Membership

The Chair and Members of each Committee will be appointed or confirmed by the Board annually and will hold office at the pleasure of the Board.

Committee Member Responsibilities

The responsibilities of a Committee member are in addition to such member's duties as a member of the Board; but committee membership does not confer on any member a higher standard of care or diligence than that which applies to the Directors as a whole.

Vacancies

Where a vacancy occurs at any time in the membership of a Committee, it may be filled by the Board, upon recommendation by the Corporate Governance and Compensation Committee. The Board must fill any committee vacancy if the membership of the Committee is less than the minimum required number of Committee members.

Meetings

The Chair of the Committee, the Chair of the Board, or any two Committee members may call a meeting of the Committee. Each Committee will meet at least once each fiscal year, and at such other times during each year as it deems appropriate, with the exception of the Audit Committee, which is expected to meet at least quarterly to approve the Company's financial statements.

Notice of Meetings

The Chair of the Board or Committee will arrange to provide notice of the time and place of every meeting at least 24 hours prior to the time fixed for such meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Absence of Chair

If the Chair is not present at any meeting, one of the other members present will be chosen to preside.

Secretary

At each meeting the Committee will appoint a secretary, who need not be a director of the Company.

Quorum

A majority of the members appointed to the Committee will constitute a quorum.

Attendance of the Company's Officers or Visitors at Meetings

The Chair of the Committee, or any two members of the Committee may invite one or more officers of the Company, or others as it seems appropriate, to attend any meeting of the Committee.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, management or, to the extent otherwise permitted by applicable plans, laws or regulations, to any other body or individual.

Procedure and Records

Subject to any statute or constating documents of the Company, the Committee will determine its own procedures at meetings and may conduct meetings by telephone or other electronic communication and will keep records of its proceedings.

Consent Resolutions

The Committee may pass resolutions by consent in writing signed by all members of the Committee.

Access

In carrying out its responsibilities, the Committee will have full access to all books and records, facilities and personnel of the Company, as well as independent auditors, counsel and other experts.

Reporting and Assessment

Each Committee will report to the Board of Directors.

Each Committee is expected to review its Charter and conduct an assessment of its performance, and the performance of the Committee Chair, on an annual basis

Engagement of Advisors

Each Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.