



FILO MINING CORP.

(the “Corporation”)

COMPENSATION COMMITTEE MANDATE

(as adopted by the Board of Directors of the Corporation (the “Board”) on August 3, 2016, amended November 12, 2020 and September 27, 2021)

1. Purpose

- 1.1 The overall purpose of the Compensation Committee of the Corporation (the “**Compensation Committee**”) is to review and recommend to the Board approval of the Corporation’s executive compensation policies.

2. Duties and Responsibilities

- 2.1 Without limiting the generality of the foregoing, the Compensation Committee shall be responsible for the following specific matters:

- (i) to review and approve corporate goals and objectives relevant to the compensation of the President and Chief Executive Officer and, in light of those goals and objectives, to recommend to the Board the annual salary, bonus and other benefits, direct and indirect, of the President and Chief Executive Officer and to approve compensation for all other designated officers of the Corporation, after considering the recommendations of the President and Chief Executive Officer, all within the compensation policies and guidelines approved by the Board;
- (ii) to annually evaluate the performance of the President and Chief Executive Officer of the Corporation;
- (iii) to annually review the compensation of the President and Chief Executive Officer of the Corporation, including annual, long-term and other compensation;
- (iv) to annually review the compensation of senior management, and other executive officers of the Corporation, including annual, long-term and other compensation;
- (v) to annually review the compensation of directors in light of risks and responsibilities;
- (vi) to consider the implementation of short- and long-term incentive plans proposed by management, to make recommendations to the Board with respect to the same and to annually review such plans after their implementation;
- (vii) to consider the implementation of pension plans proposed by management, to make recommendations to the Board with respect to the same and to annually review such arrangements after their implementation;
- (viii) to annually review any other benefit plans proposed by management and to make recommendations to the Board with respect to their implementation;
- (ix) to review executive compensation disclosure before the Corporation publicly discloses this information;

3. Composition, Procedures and Organization

- 3.1 The Compensation Committee shall meet as frequently as necessary in order to fulfill the responsibilities described above, and in any event at least annually and shall provide a report of the meeting to the Board at the next Board meeting.
- 3.2 The members of the Compensation Committee shall be appointed by the Board from its members from time to time, provided that the Compensation Committee shall have at least three members, all of whom shall be non-management and should be “independent” directors within the meaning of National Policy 58-101 - Disclosure of Corporate Governance Practices, as amended from time to time. The Board may at any time remove or replace any member of the Compensation Committee and may fill any vacancy in the Compensation Committee.
- 3.3 The Compensation Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.
- 3.4 A quorum for the transaction of business at any meeting of the Compensation Committee shall be two members.