CADILLAC MINES CORPORATION

Mandate of the Compensation Committee

1 PURPOSE

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Cadillac Mines Corporation ("**CMC**" or the "**Company**") is appointed by the Board to assist the Company and the Board with, among other matters (i) setting director and executive officer compensation program, policies and plans and such other employee benefits as considered advisable, (ii) evaluating the performance in light of the compensation program goals and objectives and recommend to the Board as to any short-term incentive payment, (iii) succession planning for the Chief Executive Officer (the "**CEO**") and oversight of succession planning for the other executive officers, (iv) oversight of compensation related risk management, and (v) review of compensation related disclosure in accordance with applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**"). Other functions may be added by the Board from time to time.

2 PRINCIPLES

The Committee will be guided by the following principles:

a) offer competitive compensation to attract, retain and motivate qualified executives who can help CMC achieve its strategic plan and budget approved by the Board from time to time;
b) align executive compensation programs with achieving successful outcomes for CMC that create value for shareholders in turn;
c) establish a clear relationship between pay and performance; and
d) act in the best interests of CMC by being financially responsible.

3 COMMITTEE OPERATING REQUIREMENTS AND GUIDELINES

The Committee has the authority to do any of the following at its discretion:

a. engage, at the expense of the Company, independent counsel and other experts or advisors as is considered advisable;
b. determine, and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
c. communicate directly with any independent counsel and other experts and advisors retained by the Committee;
d. conduct any investigation considered appropriate by the Committee;
e. request any executive officer or other employee of, or outside counsel for, the Company to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and
f. have unrestricted access to the Company's information, including without limitation the books and records of the Company.

4 COMPOSITION

The Committee shall be composed of three or more directors, as designated by the Board from time to time. Each member of the Committee shall be independent under the criteria set out in National Instrument 52-110 – *Audit Committees*.

The Chair of the Committee (the "**Chair**") shall be designated by the Board or if not designated by the Board, the Committee, from among the members of the Committee.

Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board.

5 MEETINGS

The Committee shall meet at least four times in each financial year of the Company. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members of the Committee, or as may be required by Applicable Laws.

Members may participate in a meeting of the Committee by means of telephone or web conference or other communication equipment.

The Chair, in consultation with the members of the Committee, will establish dates for holding meetings of the Committee and set the agenda for each meeting of the Committee, with input from other members of the Committee and any other appropriate individuals.

A majority of the members of the Committee shall constitute a quorum. If, and whenever a vacancy shall exist in the Committee, the remaining members of the Committee may exercise all powers and responsibilities of the Committee so long as a quorum remains in office present in respect of a specific Committee meeting.

The Committee shall hold an *in camera* session without any executive officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.

The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside. The Chair (or other Committee member, as applicable) presiding at any meeting shall not have a casting vote.

The Committee shall keep minutes of all meetings, which shall be available for review by the Board. Draft minutes of each meeting of the Committee should be circulated to the Committee Chair for review promptly following the date of each such meeting. Once approved by the Committee, the minutes serve as the official record of the meeting.

The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.

The Committee may invite such other directors, executive officers and employees of the Company and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.

Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts and by electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

The Committee shall report its determinations and recommendations to the Board.

6 CHAIR RESPONSIBILITIES AND DUTIES

The Chair will have the following responsibilities and duties:

a. Provide leadership to the Committee and oversee the functioning of the Committee.
b. Chair meetings of the Committee, including *in camera* sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee, and otherwise at such times and in such manner as the Chair considers advisable.
c. Ensure that Committee materials are available to any Director upon request.
d. Assist the members of the Committee to understand and comply with the responsibilities contained in this mandate.
e. Foster ethical and responsible decision making by the Committee including functioning independently of management.
f. Provide input to the Board regarding the composition and membership of, and activities delegated to, the Committee from time to time.
g. Ensure appropriate information is provided to the Committee by the executive officers of the Company to enable the Committee to function effectively and comply with its mandate.
h. Ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and if applicable, independent in accordance with Applicable Laws.
i. Facilitate effective communication between the members of the Committee and the executive officers of the Company, and encourage an open and frank relationship between the Committee and the independent counsel or other experts or advisors retained by the Committee.
j. Pre-approve the services of any independent compensation consultant (the "**ICC**") that are in addition to any annual approved workplan and budget up to a maximum amount per

engagement of C$25,000, including any services to be provided by an ICC at the request of management that is not in the annual approved workplan and budget, and report such engagements to the Committee at the next following meeting.

k. Perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

7 COMMITTEE RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are:

7.1 Executive Compensation

7.1.1 Review and make recommendations to the Board with respect to the general compensation program of the Company.

7.1.2 Annually review and recommend to the Board for approval the compensation and other benefits of the CEO, the Chief Financial Officer (the "**CFO**"), any other employee who is expected to be a Named Executive Officer as defined for the purposes of Form 51-102F6 of the *Securities Act* (Ontario), or such other officers or employees, if any, as determined by the Committee (collectively with the CEO and CFO the "**Executive Officers**") with such review being carried out in consultation with the CEO (provided that the CEO shall not be consulted with respect to his or her own remuneration).

7.1.3 In connection with the foregoing paragraph, annually:

a) review the objectives and design of the Company's compensation program and its competitive positioning, and recommend to the Board any modifications to the program in furtherance of achieving the Company's strategic plans and budget and retaining, attracting and motivating Executive Officers to maximize shareholder value without excessive risk-taking;
b) compare the total compensation (including benefits) and the main components thereof of the Executive Officers with the compensation of peers in the same industry, with such comparison being carried out on an informal or formal basis, at the discretion of the Committee;
c) review the corporate goals and objectives relevant to the Executive Officers compensation for the next financial year, evaluate the performance in light of these goals and objectives, and recommend to the Board as to any short-term incentive payment or awards to be made to the Executive Officers; and
d) review with the CEO the individual goals and objectives for of the Executive Officers for the next financial year, the evaluation of the performance in light of these goals and objectives and recommend to the Board as to any short-term incentive payments or other awards to be made to the Executive Officers.

7.1.4 Review and make a recommendation to the Board on:

a) the standard executive employment agreement and any material amendments;
b) the total compensation to be paid to a new Executive Officer, including any benefits (if different than approved benefit plans), hiring bonus, or any retiring allowance or any

agreement to take effect or provide for a payment in the event of a termination or change of control of the Company; and compensation and other benefits to be paid to an Executive Officer on termination of employment if any such compensation or benefit is materially different than the terms of the Executive Officer's employment agreement.

7.2 Remuneration of Directors

7.2.1 Periodically, review the adequacy and form of the compensation of directors and to ensure that the compensation is competitive and realistically reflects the responsibilities and risks involved in being an effective director, and to report and make recommendations to the Board accordingly.

7.3 Compensation Plans

7.3.1 Ensure that any required regulatory approval and shareholder approval is obtained for any compensation plan of the Company.

7.3.2 Oversee the compensation plans of the Company.

7.3.3 Determine those directors, Executives Officers, other employees and consultants of the Company who are entitled to participate in the compensation plans of the Company, including the number of share units, common shares, restricted shares or other securities of the Company allocated to each participant under each equity compensation plan, if any, and the time or times when the ownership of such share units, common shares, restricted shares or other securities will vest for each participant.

7.3.4 Administer all matters relating to any compensation plan of the Company, including any short-term incentive plan or long-term incentive plan, to which the Committee has been delegated authority pursuant to the terms of such plan or by a resolution passed by the Board.

7.4 Risk

7.4.1 Periodically review and consider the implications of risks associated with the Company's compensation program, policies and plans.

7.4.2 Oversee the Executive Officers' management of the material risks assigned the Committee in the Company's enterprise risk profile.

7.5 Compensation Consultant

7.5.1 If deemed appropriate by the Committee, appoint an ICC to provide services to the Committee and Board to assist in determining appropriate compensation program, policies and plans and such other services deemed appropriate by the Committee.

7.5.2 Annually review and approve the workplan and budget and review the performance of the of any ICC.

7.5.3 Monitor the independence and objectivity of any ICC.

7.6 Share Ownership Guidelines

Annually review the shareholdings of the Executive Officers and directors based on any share ownership guidelines established from time to time.

7.7 Shareholder Engagement

Review formal feedback received from shareholders on executive compensation matters and the results of any say on pay advisory vote, and consider whether to recommend any adjustments to the Company's executive compensation program, policies and plans.

7.8 Compensation Disclosure

Review and make a recommendation to the Board with respect to any disclosure related to executive compensation required by Applicable Laws, including in any management information circular of the Company for any meeting of the shareholders of the Company.

7.9 Other Responsibilities

Perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

7.10 Policy Oversight

Periodically review and make recommendations to the Board regarding the following policies, as applicable from time to time:

a. Clawback of Incentive Compensation Policy;
b. Share Ownership Policy;
c. Say on Pay Advisory Vote Policy; and
d. Such other policies as may be delegated by the Board.