



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF KARBONATE MINERALS CORP

1. INTRODUCTION

The Compensation Committee, established by Karbonate Minerals Corp (the "Corporation"), is responsible for assisting the board of directors (the "Board") in fulfilling its oversight duties regarding the recruitment, compensation, assessment, and retention of key senior management staff, particularly the Chief Executive Officer (the "CEO"), with the necessary expertise and abilities to help the Corporation accomplish its objectives and strategies with fair and competitive compensation and appropriate performance incentives.

Furthermore, the Committee and its members are expected to satisfy all relevant legal, regulatory, and listing criteria, including, but not limited to, those of any stock exchange where the Corporation's shares are traded, the Canada Business Corporations Act, and all applicable securities regulatory authorities, to the best of their abilities, knowledge, and reasonable judgment.

2. COMPOSITION

- The Committee must have at least three directors, all of whom must qualify as "independent" under the definition in National Policy 58-101 - Corporate Governance Guidelines or any other relevant securities laws and exchange requirements.
- The Board will appoint members of the Committee during a meeting held immediately following the annual shareholders' meeting. Each member will serve until their successor is appointed, unless they resign, are removed by the Board, or cease to be a director of the Corporation. The Board may remove or replace any member at any time.
- If a vacancy arises in the membership of the Committee, the Board may fill it by a majority vote.
- The Board may designate the Chair of the Committee, or if it does not, the members of the Committee may elect a Chair by a majority vote of the full

Committee membership. The Chair of the Committee must be an independent director.

- If the Chair of the Committee is absent from a meeting, the other members present will choose a presiding member.
- The Chair presiding at any meeting will not have a casting vote.
- The Committee will appoint a Secretary, who does not have to be a member of the Committee or a director of the Corporation. The Secretary will keep minutes of the Committee meetings, and this role is typically filled by the Secretary of the Corporation.
- The members of the Committee will receive remuneration for their services, as determined by the Board from time to time.

3. MEETINGS

- The Committee shall hold meetings at least twice a year, as requested by the Chair. Additional meetings may be called by any director.
- The Chair shall prepare or approve an agenda in advance of each meeting.
- Notice of each meeting shall be given to every member of the Committee at least 48 hours prior to the time set for the meeting, either orally, in writing, by facsimile or by e-mail. A member may waive notice of the meeting in any manner. Attendance of a member at the meeting shall constitute waiver of notice, except where a member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Members may participate in meetings by conference telephone or other communication equipment, and shall be deemed present for purposes of a quorum.
- A majority of Committee members, present in person, by video-conference, by telephone, or a combination thereof, shall constitute a quorum.
- If a quorum is not present within one hour of the appointed time, the meeting shall be adjourned. If a quorum is not present at the adjourned meeting, it shall be adjourned again to the same time and place. If a quorum is not present at the second adjourned meeting, the members then present shall constitute a quorum.
- The remaining members of the Committee may exercise all powers and responsibilities if a vacancy exists, provided that a quorum remains in office.
- Decisions shall be made by a majority of votes cast, and any matter decided by all members and reduced to writing shall be as effective as a decision made at a duly called meeting. In the event of a tie, the matter shall be referred to the Board for decision.
- The CEO may attend meetings but shall not be present during voting or deliberations on CEO compensation. In-camera discussions without the CEO or other members of management may be held during a portion of every meeting.

- The Committee may invite other resource persons, including officers, directors, employees, and other individuals as it deems appropriate.
- The Committee shall have the right to determine who shall and shall not be present during meetings.
- Minutes of Committee meetings shall be sent to all members of the Committee.
- The Chair shall periodically report the Committee's activities, findings, and recommendations to the Board.

4. RESOURCES AND AUTHORITY

The Committee is authorized to access any officer or employee of the Corporation and its subsidiaries and to review any information that it deems necessary or appropriate to fulfill its duties and responsibilities.

The Committee has the power to engage internal or external legal, accounting, or other advisors and resources, at the expense of the Corporation, as it deems necessary or advisable.

The Committee has exclusive authority to hire and dismiss any compensation consultant who will assist in evaluating the compensation of directors, CEO, or senior executive officers. The Committee also has the sole authority to approve the consultant's fees and other terms of engagement, which shall be paid for by the Corporation.

5. RESPONSIBILITIES

A. Responsibilities of the Committee Chair

In order to fulfill its oversight duties, the Committee Chair is responsible for the following:

- Providing leadership to the Committee with regard to its functions as outlined in the Charter and as appropriate, including overseeing logistics of the Committee's operations.
- Presiding over Committee meetings (unless absent, including private sessions) and reporting Committee findings, activities, and recommendations to the Board after each meeting.
- Ensuring the Committee meets on a regular basis, at least twice per year, and establishing a meeting calendar in consultation with Committee members.
- Developing the agenda for each Committee meeting in collaboration with other members and relevant parties.
- Ensuring Committee materials are available to any director upon request.
- Acting as a liaison and maintaining communication with the Board Chair (or Lead Director, if applicable) and Board members to optimize input and coordination from Board members and the Committee's effectiveness. This includes reporting

all proceedings and deliberations to the full Board at the first meeting after each Committee meeting, and as otherwise advisable.

- Providing an annual report to the Board on the Committee's role and effectiveness in contributing to the Board's objectives and responsibilities as a whole.
- Ensuring Committee members understand and fulfill their duties and obligations.
- Encouraging ethical and responsible decision-making by the Committee and its individual members.
- Collaborating with the Corporate Governance and Nominating Committee to oversee the Committee's structure, composition, membership, and delegated activities.
- Ensuring the Committee has the resources and expertise to conduct its work effectively and efficiently, and pre-approving consultant work for the Committee.
- Facilitating effective communication between Committee members and management.
- Encouraging Committee members to ask questions and express viewpoints during meetings.
- Attending each shareholder meeting to respond to any questions from shareholders addressed to the Chair.
- Performing any other duties and responsibilities delegated by the Board as needed.

B. Committee Responsibilities

In order to fulfill its oversight duties, the Committee is responsible for the following:

- Annually reviewing and approving corporate goals and objectives relevant to CEO and senior executive officer compensation, evaluating their performance in light of those goals and objectives, and recommending compensation levels for the CEO and senior executive officers based on that evaluation. The Committee will consider the Corporation's performance and relative shareholder return, as well as compensation at comparable companies. The CEO may not provide input on their own compensation.
- Reviewing and approving perquisites and supplemental benefits for the CEO and senior executive officers.
- Annually reviewing compensation systems in place for all Corporation employees to ensure fairness and appropriateness, including incentive compensation and equity-based plans.
- Administering and recommending to the Board adoption, amendment, or termination of the Company's incentive compensation and equity-based plans (including specific provisions for CEO and senior executive officers).
- Ensuring all necessary shareholder and regulatory approvals are obtained for equity-based compensation plans.

- Recommending compensation and expense reimbursement policies for directors to the Board.
- Reviewing and approving employment, severance, change in control, and similar agreements for the CEO and senior executive officers.
- Comparing total remuneration (including benefits) and its main components for senior executive officers with industry remuneration practices on an annual basis.
- Establishing levels of director compensation (including retainers, meeting fees, equity-based plans, and similar components) for Board approval based on comparable company reviews.
- Reviewing and recommending to the Board executive and director compensation disclosures in management proxy circulars and public offering documents.
- Reviewing and reassessing the adequacy of this Charter annually and recommending any changes to the Corporate Governance and Nominating Committee.
- Reviewing and recommending to the Board the number and frequency of stock option grants to employees.
- Performing any other activities consistent with this Charter and governing law as deemed necessary or appropriate by the Committee.



John Kearney

Director

Karbonate Minerals Corp.