

## APPENDIX C

### STUHINI EXPLORATION LTD. (the “Company”)

#### Audit Committee Charter

##### **Mandate**

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors (“Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditor; and
- provide an open avenue of communication among the Company’s auditor, financial and senior management and the Board.

##### **Composition**

The Committee shall be comprised of at least three directors as determined by the Board, all of whom shall be “independent” directors except as permitted by applicable securities regulatory guidelines (including applicable exemptions while the Company is a “venture issuer” within the meaning of applicable securities legislation). A quorum of the Committee shall be a majority of the members. Each member of the Committee will be a member of the Board. In the event of an equality of votes, the Chair of the Committee shall not have a second casting vote.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

## Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

## Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

### 1. Documents/Reports

- (a) review and update, if applicable or necessary, this Audit Committee Charter annually;
- (b) review with management and the independent auditor the Company's annual and interim financial statements, management's discussion and analysis, any annual and interim earnings press releases and any reports or other financial information to be submitted to any governmental and/or regulatory body, or the public, including any certification, report, opinion, or review rendered by the external auditor for the purpose of recommending their approval to the Board prior to their filing, issue or publication. The Chair of the Committee may represent the entire Committee for purposes of this review in circumstances where time does not allow the full Committee to be available;
- (c) review analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of alternative IFRS methods on the financial statements;
- (d) review the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company;
- (e) review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures related to executive travel and entertainment, and review the results of the procedures performed in these areas by the external auditor, based on the terms of reference agreed upon by the external auditor and the Committee;
- (f) review expenses of the Board Chair, President, Chief Executive Officer and Chief Financial Officer annually; and

- (g) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures.

## 2. External Auditor

- (a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company;
- (c) review and discuss with the external auditor any disclosed relationships or services that may have an impact on the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Board the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;
- (f) recommend to the Board the compensation to be paid to the external auditor;
- (g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (i) review with management and the external auditor the audit plan for the year-end financial statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The authority to pre-approve non-audit services may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre-approval of non-audit services is satisfied if:
  - (i) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
  - (ii) the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and

- (iii) the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

### 3. Financial Reporting Processes

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### 4. Other

- (a) review any material related party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.



## **APPENDIX D**

### **STUHINI EXPLORATION LTD.**

#### **CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER**

##### **INTRODUCTION**

The Board of Directors (“Board”) of Stuhini Exploration Ltd. (the “Company”) has established a Corporate Governance and Compensation Committee (the “Committee”) based on National Instrument 58-101 on “Disclosure of Corporate Governance Practices” (“NI 58-101”) and National Policy 58-201 on “Corporate Governance Guidelines” (“NP 58-101”) adopted by the Canadian Securities Administrators. The Committee is a standing committee of the Board.

##### **PURPOSE**

The principal purpose of the Committee, in addition to acting as a compensation committee, shall be to provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders and the investment community by doing the following:

- (a) developing and recommending to the Board corporate governance principles applicable to the Company;
- (b) identifying and recommending qualified individuals for nomination to the Board of Directors; and
- (c) providing such assistance as the Chair of the Board, if independent, or alternatively the lead director of the Board, may require.

##### **COMPOSITION**

The Committee shall be comprised of two or more directors, a majority of whom shall be “independent directors” as defined by NI 58-101.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above. The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee

is not designated or present at a meeting, the members of the Committee may designate a Chair for the meeting by majority vote of the Committee membership.

## **MEETINGS**

Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure.

In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis and shall otherwise meet at such times as the Chair of the Committee shall designate.

At all meetings of the Committee, the presence of a majority of the members will constitute a quorum for the transaction of the business and the vote of a majority of the members present shall be the act of the Committee.

Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.

Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of its members consent in writing to the action and such writing is filed with the records of proceedings of the Committee.

Directors not on the Committee may attend meetings at their discretion. At the invitation of the Chair of the Committee, members of management and outside consultants shall attend Committee meetings.

## **AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the specified purpose, responsibilities and duties as are more particularly set forth below. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to and as required by changing business, legislative, regulatory, legal or other conditions.

The following shall be the principal corporate governance responsibilities of the Committee:

The Committee shall review and reassess at least annually the adequacy of the Company's corporate governance procedures and recommend any proposed changes to the Board for approval. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

Maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall review and recommend changes to the Board of the Company's Code of Conduct, and shall consider any requests for waivers from the Company's Code of Conduct. The Company shall make

disclosure of such waivers of the Code of Conduct to Canadian securities regulatory authorities as required by law.

The Committee shall review annually or more often if appropriate: (i) Committee members' qualifications and requirements, (ii) Committee structure (including authority to delegate) and (iii) Committee performance (including reporting to the Board). The Committee shall make recommendations to the Board, as appropriate based on its review.

The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board following the end of each fiscal year.

The following shall be the principal responsibilities of the Committee for selection and nomination of director nominees:

- (a) In making its recommendations to the Board regarding director nominees, the Committee shall consider:
  - (i) the appropriate size of the Board,
  - (ii) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess,
  - (iii) the competencies and skills that the Board considers each existing director to possess,
  - (iv) the competencies and skills each new nominee will bring to the Board, and
  - (v) whether or not each new nominee can devote sufficient time and resources to the nominee's duties as a director of the Company.
- (b) The Committee shall develop qualification criteria for Board members for recommendation to the Board in accordance with NP 58-201. In conjunction with the Chair of the Board (or, if the Chair of the Board is not an independent director, any "Lead Director" of the Board as contemplated by NP 58-201), the Committee shall recommend Board members to the various committees of the Board.
- (c) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to engage and compensate any other outside advisor that it determines to be necessary to permit it to carry out its duties.
- (d) The Committee shall, in conjunction with the Chair of the Board (or, if the Chair of the Board is not an independent director, any Lead Director of the Board), oversee the evaluation of the Board and of the Company and make recommendations to the Board as appropriate.

The principal responsibilities of the Committee for compensation matters shall be as set forth in the Compensation Committee Charter.







## **STUHINI EXPLORATION LTD.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The Corporate Governance and Compensation Committee (the “Committee”) of Stuhini Exploration Ltd. (the “Company”) is a committee of the Board of Directors (the “Board”), one of whose primary functions is to monitor and make recommendations to the Board in respect of the total compensation paid by the Company to its senior executives.

#### **Composition**

The Committee shall be comprised of two or more directors, the majority of whom shall be “independent” directors (within the meaning set out in National Instrument 58-101 on “Disclosure of Corporate Governance Practices” adopted by the Canadian Securities Administrators) free from any relationship that would interfere with the exercise of the director’s independent judgment.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above. The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not so designated or present at a meeting, the members of the Committee may designate a Chair by majority vote of the Committee membership.

#### **Meetings**

Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure.

In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis (with meetings at least once annually) and shall otherwise meet at such times as the Chair of the Committee shall designate.

#### **Authority and responsibilities**

As long as the Company is a reporting issuer in Canada, the Committee shall review annually, and submit to the Board for its approval, the total compensation (including direct salary and annual bonus as well as long term stock-related incentive plans) paid to each Executive Officer (as defined under National Instrument 51-102 on “Continuous Disclosure Obligations” adopted by the Canadian Securities Administrators). As long as the Company’s shares are listed on the TSX Venture Exchange, any compensation paid to a director or executive officer must be approved by the independent members of the Committee.

The Committee shall be responsible for reviewing and considering corporate goals and objectives relevant to compensation for all Executive Officers, evaluating the performance of each Executive Officer in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) the level of compensation for the Executive Officers based on this evaluation. In considering

Executive Officers other than the Chief Executive Officer, the Committee shall take into account the recommendation of the Chief Executive Officer.

The Committee shall be responsible for and have authority as the "Committee" under the Company's Incentive Stock Option Plan, to administer the Plan and make all decisions regarding option grants, including option terms and amendments, thereunder.

The Committee shall also review, and recommend to the Board for its approval (a) the Report on Executive Compensation, if required to be included in the Company's annual Information Circular; (b) matters relating to any pension plans of the Company, including plan design and benefit improvements; and (c) any severance or similar termination payments proposed to be made to any current or former Executive Officer.

The Committee shall also review annually, and submit to the Board for its approval, the compensation to be paid to members of the Board as directors, in light of director compensation guidelines established by the Board.

The Committee shall maintain minutes of meetings and report to the Board on significant matters arising at Committee meetings at the next scheduled meeting of the Board.

The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities. After discussion with the Board, it shall have the ability to retain, at the Company's expense, such compensation consultants or legal assistance it deems necessary in the performance of its duties.

## APPENDIX C

