

AXION VENTURES INC.

COMPENSATION COMMITTEE CHARTER

The Committee is responsible for the duties set out in this Charter and such other duties as may be necessary or appropriate including:

1. Purpose

- 1.1 To make recommendations to the Board on the compensation, recruitment, retention, termination and incentive policies and procedures for the executive directors and officers (“**Senior Executives**”) of the Company; and
- 2.1 To administer the Company’s equity based compensation plans.

2. Functioning of Board and Committees

- 2.1 The members of the Committee shall be appointed by the Board and shall consist of at least three members of the Board, the majority of whom shall be “independent”, (as defined in National Instrument 58-101 *Disclosure of Corporate Governance Practices*) and under the applicable rules of the TSX-V, and any other exchange upon which the securities of the Company may be listed to the extent required by the rules of such exchange.
- 2.2 The Board, at its organizational meeting held following each annual general meeting of the shareholders of the Company, shall appoint the members of the Committee for the next year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 2.3 Unless the Board shall have appointed a chair (“**Chair**”) of the Committee, the members of the Committee shall elect a Chair from among their number.
- 2.4 The Chair will appoint a secretary of each meeting of the Committee, who need not be a member of the Committee and who will maintain the minutes of the meeting.
- 2.5 A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 2.6 Only members of the Committee have the right to attend meetings of the Committee. Other Company directors, senior management and /or employees of the Company may be invited to attend any meeting (or part thereof) at the Chair’s discretion.
- 2.7 The Committee shall have access to such officers and employees of the Company, its external auditors and legal counsel and to such information respecting the Company as it considers to be necessary or advisable in order to perform its duties and responsibilities.

- 2.8 The Committee may, in its sole discretion, engage compensation consultants, independent legal counsel or other advisers at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

3. Meetings

- 3.1 Committee meetings shall be held when required and in any event, no less than twice per calendar year. Any member of the Committee may call a meeting of the Committee.
- 3.2 The Committee shall maintain written minutes of its meetings. Minutes of each meeting of the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall retain the signed minutes for filing with the corporate records of the Company.

4. Duties and Responsibilities

The duties and responsibilities of the Committee shall be:

- 4.1 to determine and agree with the Board the framework or broad policy for the compensation of the Senior Executives, the objective of such policy being to attract, retain and motivate Senior Executives of the quality required to run the Company having regard to views of shareholders to ensure that the Company has in place programs to attract and develop management of the highest calibre. The remuneration of the non-executive directors shall be a matter for the Chair and the executive directors of the Board. No director or officer shall be involved in any decisions as to his or her own compensation but this does not preclude any director or officer making a presentation as to their own compensation if asked to so do by the Committee;
- 4.2 within the terms of the agreed policy and in consultation with the CEO, review and recommend to the Board on an annual basis the total individual remuneration package of each Senior Executive including salary, bonuses and awards;
- 4.3 to review the corporate goals and objectives relevant to the compensation of the Senior Executives and to evaluate the performance of the Senior Executives against the corporate goals and objectives, and make recommendations to the Board regarding the Senior Executives' bonus and awards based on this evaluation;
- 4.4 in respect of any element of remuneration which is performance related, to formulate suitable performance related criteria and monitor their operation, bearing in mind that performance conditions should be relevant, stretching and designed to enhance shareholder value;
- 4.5 to review the terms of the Company's equity-based compensation plans, and any other compensation plans and make recommendations to the Board;
- 4.6 to review succession plans for the Company's Senior Executives;
- 4.7 to review annually recommendations from the CEO for equity-based compensation grants for employees who are not officers of the Company and, as it deems appropriate, recommend such grants to the Board;

- 4.8 to review the adequacy and form of the compensation of the Senior Executives to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective Senior Executive, and to make recommendations to the Board;
- 4.9 develop and review an executive compensation policy, having regard to the risk appetite of the Company and alignment to the Company's long term strategic goals;
- 4.10 to oversee and consider the implications of the risks associated with the Company's compensation policies and practices, including (i) overseeing practices of the Company for identifying and mitigating compensation policies and practices that could encourage an executive or individual at a principal business unit or division to take inappropriate or excessive risks; and (ii) ensuring that identified risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company are disclosed by management in the Company's annual executive compensation disclosure; and
- 4.11 establishing the criteria, selecting, appointing and setting terms of reference for any remuneration consultants who advise the Committee;
- 4.12 ensure contractual terms on termination are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised; and
- 4.13 to review executive compensation disclosure before the Company publicly discloses this information.

5. Chair of the Committee

The Chair of the Committee:

- 5.1 provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- 5.2 chairs meetings of the Committee, unless not present and reports to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- 5.3 ensures that the Committee meets on a regular basis and at least once per year;
- 5.4 in consultation with the Chair of the Board and the Committee members, establishes a calendar for holding meetings of the Committee;
- 5.5 establishes the agenda for each meeting of the Committee, with input from other Committee members, the Chair of the Board, and any other parties as applicable;
- 5.6 acts as liaison and maintains communication with the Board to optimize and co-ordinate input from Board members, and to optimize the effectiveness of the Committee. This includes reporting to the Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;

- 5.7 reports annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole;
- 5.8 ensures that the members of the Committee understand and discharge their duties and obligations;
- 5.9 fosters ethical and responsible decision making by the Committee and its individual members;
- 5.10 oversees the structure, composition, membership and activities delegated to the Committee from time to time;
- 5.11 ensures that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently, and pre-approves work to be done for the Committee by Advisers;
- 5.12 facilitates effective communication between members of the Committee and management; and
- 5.13 performs such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

6. Additional Definitions

“Board” means the Board of Directors of Axion Ventures Inc.

“Company” means Axion Ventures Inc.

“Committee” means the Compensation Committee of the Board of Directors of Axion Ventures Inc.