

TOACHI MINING INC. COMPENSATION COMMITTEE CHARTER

Toachi Mining Inc., including all its subsidiary and associated companies (referred to herein jointly as “Toachi” or the “Company”), is committed to operating in accordance with the best standards of professional and business ethics. The Company has the responsibility to protect and enhance its value to its shareholders through responsible management and by being a good corporate citizen. To support this objective the Board of Directors has adopted the following standards as its Compensation Committee Charter.

- (a) The board of directors (the “Board”) shall elect annually from among its members at the first meeting of the Board following the annual meeting of the shareholders, a committee to be known as the compensation committee (“Compensation Committee”) to be composed of three Independent directors, or such other number not less than three as the Board may from time to time determine, a majority to be Independent. A majority of the compensation committee will constitute a quorum.
- (b) Any member of the Compensation Committee may be removed or replaced at any time by the Board. Any member of the Compensation Committee ceasing to be a director shall cease to be a member of the Compensation Committee. Subject to the foregoing, each member of the Compensation Committee shall hold office as such until the next annual appointment of members after his election. Any vacancy occurring in the Compensation Committee shall be filled at the next meeting of the Board.
- (c) The Board of Directors assumes responsibility for the stewardship of the Company, and as part of this stewardship, through the Compensation Committee, assumes responsibility for the following:

The responsibilities of the Compensation Committee will include reviewing and making recommendations to the Board with respect to the overall compensation strategy and policies for Directors, Officers and employees of the Company. More specifically, these will include:

1. setting the goals and objectives for the compensation of the Chairman and Chief Executive Officer. *Timing: annually and as required.*

2. evaluating the performance of the Chairman and Chief Executive Officer relative to the goals and objectives set and recommending to the Board the compensation level of the Chairman and Chief Executive Officer based on this evaluation. *Timing: annually and as required.*
 3. reviewing the annual compensation of all other senior executive officers of the Company as recommended by the Chief Executive Officer. The Chief Executive Officer shall attend the Compensation Committee meeting when senior executive salaries are discussed. *Timing: annually and as required.*
 4. reviewing the Company's issuance of Stock Options and recommending to the Board a prudent level for this instrument and any disbursements thereof. *Timing: as required.*
 5. reviewing employment contracts for senior officers and employees and recommending issuance and/or changes to the Board. *Timing: on-going.*
 6. reviewing the compensation of the Company Directors, based on work performed, responsibility assigned and liability incurred as assessed by the Chairman, Chief Executive Officer and other Directors. *Timing: as required.*
- (d) In addition, the Board may refer to the Compensation Committee such matters and questions relating to compensation as the Board may from time to time see fit.
- (e) Any member of the Compensation Committee may require experts to attend a meeting of the Compensation Committee.
- (f) The Compensation Committee shall elect annually a chairman from among its members.
- (g) The times of and the places where meetings of the Compensation Committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Compensation Committee.
- (h) All prior resolutions of the Board relating to the constitution and responsibilities of the Compensation