

**REDZONE RESOURCES LTD.
(the “Company”)**

GOVERNANCE, COMPENSATION AND NOMINATING COMMITTEE CHARTER

The Governance, Compensation and Nominating Committee (the “Committee”) is a committee of the board of directors (the “Board”) of the Company. The role of the Committee is to: (i) develop and monitor the effectiveness of the Company’s system of corporate governance; (ii) establish procedures for the identification of new nominees to the Board and lead the candidate selection process; (iii) develop and implement orientation procedures for new directors; (iv) assess the effectiveness of directors, the Board and the various committees of the Board; (v) ensure appropriate corporate governance and the proper delineation of the roles, duties and responsibilities of management, the Board, and its committees; and (vi) assist the Board in setting the objectives for the Chief Executive Officer of the Company (the “CEO”) and evaluating CEO performance; (vii) establish a remuneration and benefits plan for directors, executives and other key employees; (viii) review the adequacy and form of compensation of directors and senior management; (iv) establish a plan of succession; (v) undertake the performance evaluation of the CEO in consultation with the Chair; and (vi) make recommendations to the Board.

Duties and Responsibilities

Corporate Governance

- To develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year. This requires the Committee to stay abreast of corporate governance developments and to respond to applicable corporate governance guidelines and rules.
- To oversee the evaluation of the Board, committees of the Board and the contribution of individual directors.
- To report on corporate governance matters as required by public disclosure requirements.
- To ensure that appropriate processes are established by the Board to: (a) oversee strategic direction and development and review ongoing results of operations; (b) to oversee the Company’s investor relations and public relations activities and to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns.
- To assist the Board in its annual review of and any applicable revisions to the written objectives of the CEO and guidance for the development of corporate strategy.
- To ensure that an effective CEO succession plan is in place, including emergency succession.

- To assist the Board in assessing and evaluating CEO performance.
- To establish procedures for meetings of the Board and to otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest.
- To review the proposed **quarterly** agenda for, and provide recommendations as to, additional topics for discussion at meetings of the Board.
- To assist in the proper delineation of the roles, duties and responsibilities of management and the Board and delegation of authority by the Board to its committees and to management.

Establishment of Policies

- To review and approve strategic corporate policies, such as disclosure policies, insider trading policies, confidentiality policies and corporate codes of conduct, conflict of interest policies and other relevant policies associated with ensuring an effective system of corporate governance.

Nominating Directors

- To identify and recommend candidates qualified to become directors.
- In identifying and recommending candidates, the Committee shall take into consideration such factors as it deems appropriate, including judgement, skill, diversity, experience with businesses and other organizations of comparable size and the need for particular expertise on the Board.
- To determine whether candidates are “unrelated” or “independent” under applicable securities laws and applicable stock exchange rules.
- To recommend board members for appointment to committees of the Board.
- In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in this Charter as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
- In the event of a vacancy in the office of a director, the Committee shall recommend a candidate to fill such vacancy either through appointment by the Board or through election by the shareholders.
- To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

- To maintain an orientation and educational program for new directors in order to familiarize new directors with the business of the Company, its management and professional advisors and its facilities.

Human Resources

- To review the corporate succession and development plans for the Company at the executive officer level.
- To review and approve any hirings, transfers, promotions and severance or similar termination payments, and the respective terms thereof, proposed to be made to any current or former member of senior management of the Company.
- To review and monitor executive development programs and management assessment programs.
- To prepare and issue the evaluations and reports required under the heading “Reports” below.
- To review and monitor the overall employment environment of the Company.
- To consider any such other human resources issues as it considers appropriate or as may be referred to it by the Board.

Compensation

- In consultation with senior management, the Committee shall establish the Company’s general compensation philosophy, and oversee the development and implementation of compensation programs in order to support the Company’s overall business objectives, attract and retain key executives and provide appropriate compensation at a reasonable cost while enhancing shareholder value creation.
- To review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation, subject to the approval of the Board. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the terms of the CEO’s employment agreement, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years and any other factors it may consider to be relevant from time to time. In order to assist in such review, the Committee shall obtain CEO compensation data concerning companies that would be regarded as comparable to the Company, and, to the extent possible, understand the basis upon which such comparable companies compensate their CEO’s.

- To review and approve any compensation and compensation programs applicable to the senior management of the Company, **subject to the approval of the Board**. In undertaking such review the Committee will:
 - (a) obtain compensation data concerning companies that would be regarded as comparable to the Company, and, to the extent possible, understand the basis upon which such comparable companies compensate senior management;
 - (b) ensure that the CEO has a policy of meeting with senior management from time to time with a view to understanding personal needs, requirements and expectations and monitor the Company's responsiveness to the concerns of senior management; and
 - (c) document proceedings and decisions with a view to justifying, to the extent necessary, decisions that have been reached to shareholders and other key stakeholders.
- To make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
- To recommend to the Board the structure and any modifications thereto of the Company's stock option plan and other equity-based awards in place from time to time, subject to the obtaining of any required consents of applicable stock exchanges or securities regulatory authorities and subject to the limitations of any applicable stock options plans and other equity based plans.
- To recommend to the Board the granting of stock options, and other equity-based awards, to executive managers, and a general allotment of options for management's allocation to employees, consultants, and other non-executive personnel.
- To review and approve stock option grant and other equity based awards proposed by management to employees, consultants, and other non-executive personnel (taking into account all applicable limitations of stock option plans and other equity based plans of the Company).
- To recommend to the Board, from time to time, the remuneration to be paid by the Company to directors in light of time commitment, fees paid by comparable companies and responsibilities.
- To review executive compensation disclosure before the Company publicly discloses such information.
- To keep abreast of current developments in executive compensation in companies engaged in similar industries.
- Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

Membership

- The Committee shall consist solely of three or more members of the Board, each of whom qualifies as an “unrelated” or “independent” director under applicable securities laws and applicable stock exchange rules.
- Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- Proposed members of the Committee should have experience in corporate governance and/or human resources.

Procedures

- The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the “Chair”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- The Chair will appoint a secretary (the “Secretary”) who will keep minutes of all meetings of the Committee. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
- The Committee will meet as many times as is necessary to carry out its responsibilities. The Chair or any two members may call meetings.
- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the by-laws of the Company or otherwise determined by resolution of the Board.
- The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, search firms or other experts or consultants, as it deems appropriate.

- The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or the Chief Financial Officer such records and other matters considered appropriate.

Reports

The Committee shall produce the following reports (which may take the form of an oral report from the Chair or any other members of the Committee designated by the Committee to make the report) and provide them to the Board:

- (a) An annual report of the Committee outlining the significant activities of the Committee;
- (b) An annual compensation discussion and analysis on executive compensation for inclusion in the Company's annual proxy circular;
- (c) An annual performance evaluation of the Board. This report will compare the performance of the Board with the requirements of its written mandate. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
- (d) An annual performance evaluation of the committees of the Board. This report will compare the performance of each committee with the requirements of its written mandate as applicable. The performance evaluations by the Committee shall be conducted in such manner as the Committee deems appropriate;
- (e) An annual performance evaluation of each director, which shall assess the contribution of each director. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
- (f) A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting; and
- (g) An annual performance evaluation of each executive manager (CEO, CFO and COO), or more frequently where appropriate.