

## COMPENSATION COMMITTEE CHARTER

### SANTACRUZ SILVER MINING LTD. (the "Company")

#### PURPOSE

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Company, under the supervision of the Board, shall have the overall responsibility for:

- reviewing and recommending the compensation of the Company's Chief Executive Officer ("**CEO**"), other executive officers and key employees (collectively, "**Management**");
- overseeing the Company's compensation and benefits policies, plans and programs;
- general oversight of the Company's compensation structure; and
- such other additional specific duties and responsibilities as are set out herein.

The term "compensation" shall include salary, incentive and equity compensation, bonuses, severance arrangements and other compensatory benefits or rights received under the Company's benefit plans.

#### COMMITTEE COMPOSITION

The membership of the Committee shall be as follows:

- The Committee shall consist of a minimum of three members of the Board, appointed annually by members of the Board.
- Each member shall meet the independence requirements of all applicable securities laws and the rules and regulations of all exchanges or quotation systems on which the Company's securities are listed or quoted for trading (collectively, the "**Applicable Securities Law**"), subject to any exemptions permitted by the Applicable Securities Laws.
- The Board will elect, by a majority vote, one Committee member to serve as Chair of the Committee (the "**Chairman**") for a one year term.
- Committee members may serve on the Committee for consecutive terms.
- A member may resign from the Committee. Vacancies shall be filled by appointment from among the independent members of the Board.

#### MEETINGS

- The Committee shall meet as often as may be considered necessary or appropriate, in its judgment, and will report regularly to the full Board with respect to its activities.
- The Committee may meet either in person, by teleconferencing, or by videoconferencing, at such times and place as determined by the Chair.

- A majority of the members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.
- Every question at a Committee meeting shall be decided by a majority of votes cast;
- Meetings will be generally conducted without the presence of members of management.
- The CEO may not be present for any portion of any meeting at which the compensation of the CEO is being deliberated or voted upon.
- Minutes of the Committee meetings will be kept, filed in the Company's minute book and distributed to each member of the Committee and the Board.

## **RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

### **1) Compensation of CEO, Other Executive Officers and Key Employees**

- On an annual basis, or more frequently, if deemed necessary by the Committee or requested by the Board, review and recommend corporate goals and objectives concerning compensation of the CEO, other executive officers and key employees;
- Evaluate the CEO's, other executive officers' and key employees' performance against these corporate goals and objectives;
- Determine and recommend the CEO's, other executive officers' and key employees' compensation and benefits plans based on this evaluation;
- Review and recommend to the Board the overall compensation of each newly elected executive officer and key employee, including all employment related and severance agreements; and
- Evaluate on a periodic basis the competitiveness of the remuneration packages for Management.

### **2) Board of Directors Compensation**

- Review annually, or more frequently if deemed necessary by the Committee or requested by the Board, and recommend to the Board for its approval, the compensation paid to directors who serve on the Board or its committees, including any retainer, chair fees, and equity compensation, in accordance with regulatory limitations. These recommendations should take into account national and industry-wide compensation practices and trends for comparable companies.

### **3) Company Compensation**

- Oversee and evaluate the Company's general compensation structure and policies to attract, award, develop and retain Management and other employees;

- Review and approve annually the compensation adjustments for non-Management employees; and
- Evaluate on a periodic basis the competitiveness of the compensation plan to non-Management employees.

#### **4) Administration of Plans**

- Review and administer the Company's stock option plan and other equity-based and incentive compensation plans (the "**Plans**") and make recommendations to the Board as appropriate;
- Evaluate on a periodic basis the competitiveness of the Plans established and make recommendations for improvement as appropriate;
- Evaluate the use of the Plans, from time to time, as a form of incentive compensation for external consultants, subject to applicable laws and regulations; and
- Monitor the compliance of these plans with applicable laws and regulations.

#### **5) Indemnification Policies**

- Review annually the indemnification policies of the Company and D&O insurance policies.

#### **6) Public Disclosure of Executive Compensation**

- Review all disclosure of executive compensation, including compensation philosophy, prior to public release;
- Review disclosure of stock option plans that are submitted for shareholder approval; and
- Prepare any executive compensation report required by regulatory requirements for inclusion in the Company's annual report, proxy statement, information circular or other regulatory filings.

#### **7) Committee Assessment**

- Evaluate annually the performance of the Committee in light of the roles and responsibilities outlined in this Charter.

#### **8) Charter Evaluation**

- Review, discuss and assess annually this Charter and recommend changes to the Board for approval.

#### **9) Experts and Advisors**

- The Committee may retain or appoint, at the Company's expense, internal or external legal, accounting or other advisors and consultants to assist it in carrying out its duties. The Committee shall have the authority to terminate such arrangements as appropriate.

## **10) General Authority**

- The Committee may form and delegate authority to subcommittees as appropriate; and
- The Committee shall also have such other powers and duties as are delegated to it by the Board.

### **EFFECTIVE DATE**

This Charter was implemented by the Board on June 10, 2013.