

GOLDEN RAPTURE MINING CORPORATION  
**COMPENSATION COMMITTEE CHARTER**

I. PURPOSE OF THE COMMITTEE

1. The Compensation Committee (the “Committee”) of the Board of Directors of Golden Rapture Mining Corporation (the “Company”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities with respect to all forms of compensation for the Company’s executive officers and to administer the Company’s equity incentive plans. This Charter sets forth the authority and responsibility of the Committee for evaluating and approving executive officer compensation arrangements, plans, policies and programs of the Company, and for administering the Company’s equity incentive plans whether adopted prior to or after the date of adoption of this Charter (the “Stock Plans”).

II. COMPOSITION OF THE COMMITTEE

2. The Committee will consist of three or more members, each of whom has been determined, in the business judgment of the Board, to qualify as “independent” of management of the Company. Committee members will serve during their respective term as a director, subject to earlier removal by a majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

3. The Committee may fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this Charter. The Committee shall meet as often as it determines, but not less frequently semi-annually, in response to the needs of the Board or as otherwise determined by the Chair of the Committee. The Board may designate one member of the Committee as its Chair and in the absence of any such designation by the Board, the Committee shall designate, by majority vote of the full Committee, one member of the Committee as its Chair.
4. The Committee may request that any directors, officers, employees of the Company or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may also delegate matters to a subcommittee of the Committee.
5. Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a summary description of actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.

#### IV. COMMITTEE RESPONSIBILITIES

6. The principal processes of the Committee in carrying out its oversight responsibilities are set forth below. These processes are set forth with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.
7. The Committee will have the authority to review and oversee the Company's overall compensation philosophy, and to oversee the development and implementation of compensation programs aligned with the Company's business strategy.
8. The Committee will have the sole authority to determine the form and amount of compensation to be paid or awarded to the Chief Executive Officer ("CEO") and all other executive officers of the Company.
9. The Committee will annually review and approve all matters related to CEO compensation and determine (i) the salary paid to the CEO, (ii) the grant of all cash-based bonuses and equity compensation to the CEO, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with the CEO, (iv) any CEO severance or change in control arrangement, (v) material perquisites provided to the CEO and (vi) any other CEO compensation matter that may arise from time to time as directed by the Board. The compensation decisions with regard to CEO compensation matters shall incorporate the review of the CEO's performance against pre-established business and individual objectives conducted annually by the Board. In determining the long-term incentive component of the CEO's compensation, the Committee may consider among other things: the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at companies the Committee determines comparable based on factors it selects and the incentive awards given to the Company's CEO in prior years.
10. For all executive officers other than the CEO, the Committee, in consultation with the CEO, will annually review and approve the corporate goals and objectives relevant to executive officers' compensation. In light of these goals and objectives, the Committee, in consultation with the CEO, will determine (i) the salary paid to executive officers, (ii) the grant of cash-based bonuses and equity compensation provided to executive officers, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with executive officers, (iv) executive officers' severance or change in control arrangements, (v) material perquisites provided to executive officers and (vi) any other executive officer compensation matter that may arise from time to time as directed by the Board. In determining the long-term incentive component of executive officers' compensation, the Committee will consider the same factors pertaining to such compensation that it considers for that element of the CEO's compensation.

11. The Committee will periodically review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all equity-based incentive compensation plans and arrangements for employees, and the shares and amounts reserved thereunder after taking into consideration the Company's strategy of long-term and equity-based compensation. The Committee will also periodically review and approve, or recommend to the Board for approval, the adoption of, and amendments to, all cash-based incentive plans for executive officers.
12. The Committee will: (i) approve grants of stock, stock options or stock rights to employees eligible for such grants; (ii) determine the Company's policy regarding the timing of such grants of stock, stock options or stock purchase rights; (iii) interpret the Stock Plans and agreements thereunder; and (iv) determine acceptable forms of consideration for stock acquired pursuant to the Stock Plans. The Committee will have the authority to approve stock ownership guidelines applicable to the CEO and to other designated executives, and the responsibility to annually review compliance with such guidelines.
13. The Committee will exercise the powers of the Board and perform such duties and responsibilities as may be assigned to a "committee," this Committee or the Board under the terms of any incentive-compensation, equity-based compensation, deferred compensation, or other plan in the Company's executive benefit program.
14. The Committee will participate, with management, in the preparation of the Compensation Discussion and Analysis. The Committee will review the final draft of the Compensation Discussion and Analysis and recommend to the Board its inclusion in the annual information form.
15. The Committee will oversee the Company's submission to a stockholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans.
16. The Committee will review this Charter annually and recommend to the Board any changes it determines are appropriate.
17. The Committee will review its performance annually and submit a report on its performance to the Board.
18. For the purpose of assessing whether risks arising from any compensatory plan or arrangement are reasonably likely to have a material adverse effect on the Company, the Committee will periodically review the relationship between the incentives associated with these plans and the level of risk-taking by executive officers in response to such incentives.