

**LINCOLN GOLD MINING INC.**  
**COMPENSATION COMMITTEE CHARTER**

**PURPOSE**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Lincoln Gold Mining Inc. (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 (collectively, the "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 Compensation Committee shall be as follows:

- The Compensation Committee, appointed annually by members of the Board, shall consist of a minimum of three members of the Board, the majority of whom will be independent.
- The Board will elect, by a majority vote, one Committee member to serve as Chairman 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 Chairman.
- A majority of the members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.
- 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 and Other Executive Officers**

- 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 CEO and other executive officers' compensation;
- Evaluate the CEO's and other executive officers' performance against these corporate goals and objectives;
- Determine and recommend the CEO's and other executive officers' compensation and benefits plans based on this evaluation;
- Review and recommend to the Board the overall compensation of each newly elected executive officer 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;
- Evaluate on a periodic basis the competitiveness of the compensation plan to non-Management employees.
- Review potential risks associated with the Company's compensation policies and practices, including incentive arrangements for all 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) Public Disclosure of Executive Compensation**

- Review all disclosure of executive compensation, including compensation philosophy, prior to public release; 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.

#### **6) Committee Assessment**

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

#### **7) Charter Evaluation**

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

#### **8) 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.

#### **9) 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 August 10, 2011.