

**PEMBROOK MINING CORP.**

**("the Company")**

**COMPENSATION COMMITTEE CHARTER**

The Compensation Committee of the Board of Directors consists of at least three directors, the majority of whom shall be independent unless otherwise required by securities regulation. The Committee meets at least annually, or more frequently as required.

The purpose of the Compensation Committee is to assist the Board in discharging its duties relating to compensation of the executive officers of the Company. The Committee's goal is to enable the Company to attract, retain and motivate talented employees who will contribute to the long term success of the Company, by aligning compensation with market conditions, Company performance, and the interest of shareholders to maximize shareholder value.

The Committee's duties and responsibilities are:

- to review and approve corporate goals and objectives.
- to review the compensation of Chief Executive Officer ("CEO") and to make recommendations to the Board with respect to the CEO's compensation level.
- to make recommendations to the Board with respect to the compensation of other senior management and executive officers of the Company.
- to review the compensation and benefits of the directors and to ensure that such compensation reflects the responsibilities and risks involved in being a director.
- to review and make recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive stock options for all employees, consultants, directors and officers.
- to review and approve the disclosure to be made of director and executive remuneration in the Management Information Circular.
- to ensure there are appropriate training, development and benefit programs in place for management and staff.
- to review and make recommendation to the Board for its approval on any special compensation and benefit arrangements.
- to review its compensation practices by comparing them to surveys of relevant competitors and to set objective compensation based on this review.
- to perform such other functions as the Board may from time to time assign to the Committee.
- to review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and to recommend changes to the Board for its approval.

**EFFECTIVE DATE: October 27, 2009**