

U.S. Silver Corporation

Compensation Committee Charter

GENERAL

Purpose of the Committee

The purpose of the Compensation Committee (the "**Committee**") is to assist the board of directors (the "**Board**") of U.S. Silver Corporation (the "**Corporation**") in overseeing compensation and succession planning matters, including the Board's responsibilities of:

- (a) reviewing the Corporation's compensation philosophy and guidelines;
- (b) recommending to the Board the terms of employment, corporate objectives, and compensation of the Chief Executive Officer (the "**CEO**");
- (c) recommending to the Board (with the CEO's recommendations) the terms of the compensation of executive management;
- (d) recommending to the Board the terms of compensation for the Board;
- (e) planning for the succession of officers and other senior management personnel of the Corporation; and
- (f) recommending approval to the Board of the Corporation's annual compensation budget.

Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to independently engage and compensate any outside advisor that it determines to be necessary or advisable to permit it to carry out its duties.

PROCEDURAL MATTERS

Composition

The Committee shall be composed of a minimum of three members.

Member Qualifications

- (a) Every Committee member must be a director of the Corporation.
- (b) A majority of Committee members must be "independent" (as such term is defined in National Instrument 52-110 – *Audit Committees*).
- (c) Members of the Committee shall be appointed by the Board, typically through the nominating committee for such terms as the Board deems appropriate and shall hold office for such time or until they are removed by the Board with or without cause by a majority vote of the Board, or cease to be directors of the Corporation. Rotation of directors on the Committee over time is recommended but not required.

Committee Structure and Operations

(a) **Chair**

The Board shall appoint one member of the Committee to act as Chair of the Committee. The Chair of the Committee may be removed at any time at the discretion of the Board.

If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

(b) **Meetings**

The Chair of the Committee shall be responsible for:

- (i) developing and setting the agenda for Committee meetings; and
- (ii) determining the time, place and frequency of Committee meetings.

The Chair or any two members of the Committee may call a meeting of the Committee. The Compensation Committee will meet annually or as and when required.

(c) **Notice**

Notice of the time and place of every meeting shall be given in writing verbally, by facsimile or by phone to each member of the Committee, the Chairman of the Board and the Chief Executive Officer of the Corporation at least 48 hours prior to the time fixed for such meeting. The Committee may waive the 48-hour rule with unanimous consent of its members.

(d) **Quorum**

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(e) **Attendees**

The Committee may invite such directors, officers and employees of the Corporation and advisors as it sees fit from time to time to attend a meeting of the Committee.

During each meeting of the Committee, the Committee shall meet with only Committee members present in person or by other permitted means.

(f) **Secretary**

The Committee shall appoint a Secretary to the Committee who need not be a director or officer of the Corporation. If a Secretary is not named, the Chairman shall act as Secretary.

(g) **Records**

Minutes of meetings of the Committee shall be recorded and maintained by the Secretary to the Committee and shall be subsequently presented to the Committee for review and approval and will be provided in summary form as a

report to the Board. The minutes shall also be submitted to a designated secretary of the Corporation who will maintain the minutes for the use of the Corporation.

Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or, as applicable, stock exchanges on which shares of the Company are listed and shall recommend changes to the Board thereon.

Reporting to the Board

The Committee will regularly report to the Board on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board. The Committee shall circulate to the Board copies of the minutes of each meeting held.

RESPONSIBILITIES

General

The Committee is responsible for:

- (a) reviewing, on an annual basis, the Corporation's overall compensation philosophy;
- (b) reviewing, on an annual basis, the effectiveness of the Corporation's current compensation programs;
- (c) addressing matters related to compensation of the CEO;
- (d) making recommendations to the Board with respect to non-CEO officers, and director compensation, incentive-compensation plans and equity-based plans; and
- (e) reviewing executive compensation disclosure before the Corporation publicly discloses this information.

The Committee's recommendations are advisory only and are not binding on the Board or the Corporation.

CEO Compensation

With respect to compensation of the CEO, the Committee is responsible for:

- (a) reviewing and approving corporate goals and objectives relevant to CEO compensation;
- (b) evaluating the CEO's performance in light of those corporate goals and objectives; and

(c) determining or making recommendations to the Board with respect to the CEO's compensation level based on this evaluation.

In setting corporate goals and objectives relevant to CEO compensation, the Committee should consider both short-term and long-term compensation goals, as well as other executive officer's compensation, and comparable companies. The Committee is also responsible for reviewing and making recommendations to the non-executive Board members regarding the position description for the CEO.

Compensation of Senior Officers:

With respect to compensation of senior officers, the Committee is responsible for:

(a) recommending the process and criteria to be used to evaluate the performance of senior officers;

(b) reviewing and approving the performance evaluations of the Corporation's senior officers; and

(c) in consultation with the CEO, approving the individual compensation packages provided to senior officers, including employment and severance contracts, indemnification, insurance, and perquisites.

(d) In conducting its analysis, the Committee shall consider the compensation provided to senior officers in comparable organizations.

Compensation of Directors

The Committee shall, on an annual basis:

(a) review the adequacy, amount and form of the compensation to be paid to each director;

(b) consider whether such compensation realistically reflects the time commitment, responsibilities and risks of the directors; and

(c) make recommendations to the Board thereon.

Incentive-Compensation Plans

With respect to incentive-compensation plans, the Committee is responsible for:

(a) making recommendations to the Board with respect to the adoption and amendment of executive incentive-compensation plans;

(b) approving all senior officer incentive bonus plans and all awards under such plans; and

(c) approving all new executive compensation programs.

Equity-Based Plans

With respect to equity-based plans, the Committee is responsible for periodically reviewing and making recommendations to the Board regarding equity-based compensation plans that the Corporation establishes for, or makes available to, its employees and/or consultants, including the designation of those who may

participate in such plans, share and option availability under such plans and the administration of share purchases thereunder.

Disclosure

With respect to disclosure, the Committee is responsible for:

(a) obtaining advice on and tracking disclosure requirements related to executive compensation disclosure;

(b) reviewing executive compensation disclosure information before the Corporation publicly discloses this information; and

(c) in particular, reviewing the "Executive Compensation" and "Indebtedness" sections and preparing the "Report on Executive Compensation" section of the management information circular (or similarly captioned disclosure).

***Ratified by the Board of Directors on June 29, 2010
Amended by the Board of Directors on September 26, 2011***