

Charter of the Compensation & Nominating Committee

A. Constitution

There shall be a Committee of The Board of Directors (the “Board”) of GoldQuest Mining Corp. (the “Corporation”) to be known as the Compensation and Nominating Committee (the “Committee”), whose membership, authority and responsibilities shall be as set out in this charter. The primary function of the Committee is to assist the Board in establishing, administering and evaluating the compensation principles, criteria, policies and plans for the Corporation’s executive officers (including the Chief Executive Officer); to interface with senior management regarding the compensation of employees; to recommend Board size and composition, including the candidate selection process and the orientation of new members; and to provide recommendations to the Board which are determined from time to time to be the subject of Board approval.

B. Composition and Procedure

The Committee shall consist of no fewer than three members with at least two of whom qualify as independent directors as defined applicable law and the exchanges on which the Corporation’s securities are listed. The members and Chairman of the Committee shall be appointed and removed by the Board.

The Committee shall meet at least twice each year. Additional meetings may occur as the Committee or its Chairman deems advisable. The Committee is governed by the rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the incorporating documents or bylaws of the Corporation, or (c) the laws of Canada.

The Committee shall keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

C. Committee Authority and Responsibilities

1. CEO Compensation

Based upon an annual evaluation of the Chief Executive Officer’s performance, the Compensation Committee will determine and approve the Chief Executive Officer’s compensation. In making its determination, the Compensation Committee will consider the Corporation’s performance and relative shareholder return, the compensation of chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, and such other factors as the Compensation Committee deems relevant. The Chief Executive Officer shall not be present during voting or deliberations about the Chief Executive Officer’s compensation.

2. Compensation of Other Executives

The Compensation Committee will review and make recommendations to the Board with respect to compensation of all elected corporate officers at appropriate time periods. The Compensation Committee will

take account of each individual's performance, the Corporation's overall performance and comparable compensation paid to similarly-situated officers in comparable companies.

3. Executive Agreements

The Compensation Committee will review, and if appropriate, approve employment agreements, severance arrangements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for each executive officer of the Corporation.

4. Incentive Compensation Plans

The Committee will administer the Corporation's Stock Option Plan (except with respect to grants to non-employee directors), the Employees' Stock Bonus Plan and the Executive Management Performance Bonus Plan and such other stock option or equity participation plans as may be adopted by the shareholders or The Board of Directors from time to time within the authority delegated by the Board.

5. Annual Report

The Compensation Committee will prepare an annual report on executive compensation for inclusion in the Corporation's proxy statement.

6. Board Composition

The Committee will review and make recommendations to the Board respecting:

- (a) The size and composition of the Board (including with reference to applicable rules, regulations or guidelines promulgated by regulatory authorities related to corporate governance);
- (b) The organization and responsibilities of Board committees;
- (c) The procedures for effective Board meetings to ensure that the Board functions independently of management and without conflicts of interest;
- (d) The long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience on the Board and the strategic direction of the Corporation. This plan will include: (i) the desired qualifications, demographics, skills and experience for potential directors, (ii) the appropriate rotation of directors on Board committees, (iii) an interview process for potential candidates for Board membership, and (iv) a list of future candidates for Board membership;
- (e) When required, a candidate for appointment to the office of Chairman of the Board, after taking into account the competencies and skills that the Board as a whole should possess, the competencies and skills that the existing directors possess, the competencies and skills of the proposed nominee and the amount of time and resources the proposed nominee can devote as a member of the Board;
- (f) Annually, in consultation with the Chairman of the Board and the CEO, the Board nominees for election as members of the Board;
- (g) As required, candidates to fill any Board and Committee vacancies;
- (h) Whether the Committee and the Board will consider candidates for the Board recommended by shareholders, and if so, any policies and procedures with respect thereto;

- (i) At appropriate intervals and in consultation with the Compensation Committee: (i) compensation and benefit levels for the directors of the Corporation and its subsidiaries, and (ii) compensation and benefit levels for the Chairman of the Board; and.
- (j) Together with the Chairs of other Board Committees, the scope, duties and responsibilities of those Committees and where advisable, any amendments thereto, as well as the establishment or disbanding of Board Committees and changes to their composition, including the Chairs thereof.

7. Additional Assignments

The Committee will perform such other duties and responsibilities as may be assigned by the Board from time to time.

D. Currency of this Charter

This charter was last revised and approved by the Board on **August 27, 2012**.

Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Compensation Committee.