

**EMC METALS CORP.**  
**(the “Corporation”)**

**COMPENSATION COMMITTEE**

**CHARTER**

**1. General**

The Board of Directors of the Corporation (the “Board”) has established a Compensation Committee (the “Committee”) to take steps on its behalf as are necessary regarding: (a) appointing and compensating executive officers and approving succession plans for executive officers, excluding the Chief Executive Officer, (b) approving and reporting to the Board respecting the Corporation’s human resources policies for executive officers, and (c) overseeing the administration of the Corporation’s compensation and benefits plans.

**2. Members**

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. All members of the Committee will be non-management directors. In addition, the Committee will have an appropriate representation of independent directors as required and defined by law, and all regulatory orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities.

The Chief Executive Officer (“CEO”) of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other directors who are not members of the Committee may attend all meetings of the Committee in an ex-officio capacity and will not vote. The CEO will not attend in-camera sessions.

**3. Duties**

The Committee will have the following duties:

**(a) Executive Officers**

- Review and recommend to the Board the appointment of the CEO.
- Review and approve the appointment of all the direct executive reports to the CEO, regardless of their base salary. Together with the CEO, this group shall hereinafter be referred to as the “Senior Management Team” or SMT;
- Review and approve the appointment of all the executive officers of the Corporation’s subsidiaries, who are not otherwise executive officers of the Corporation (the “Other Executive Officers”):
- Review and approve the hiring of individuals with an annual base salary of \$150,000 or higher;
- Review and recommend to the Board for approval the general compensation philosophy and guidelines for SMT members (including the CEO), and the Other Executive Officers. This includes incentive plan design and other remuneration;
- Approve and report to the Board on adjustments to compensation for each member of SMT except the CEO, including salary, incentives, benefits and other perquisites;
- Approve and report to the Board on any material changes to the perquisite plan for SMT members;

- Report on executive compensation as required in public disclosure documents; and,
- Approve and report to the Board on the general compensation philosophy for all employees, including base and variable pay ranges by job class, stock incentive programs and benefits.

**(b) CEO**

- Gather pertinent data and observations respecting the CEO's performance; review and recommend to the Board the CEO's compensation, including salary, incentives, benefits and other perquisites.

**(c) Corporate Human Resources**

- Establish compensation and recruitment policies and practices for the Corporation's SMT and the Other Executive Officers, including establishing levels of salary, incentives, benefits and other perquisites provided to executives of the Corporation and its subsidiaries.

**(d) Compensation and Benefits Plans**

**Employee Incentive and Share Plan Responsibilities**

- Review and recommend to the Board for approval the establishment of any employee incentive or share plan.

The plans noted below have been approved and established by the Board, and the Committee will have general responsibility for the administration, amendment (other than amendments which are material or which require regulatory or shareholders approval), and making of grants under the plans, and, without limiting the foregoing, will have the following responsibilities with respect thereto:

**Share Option Plan:**

- Report to the Board on all matters relating to the Share Option Plan (the "SOP");
- Interpret and administer the SOP as provided in the SOP;
- Grant options to eligible persons;
- Determine the exercise price, vesting terms, limitations, restrictions, and conditions upon option grants;
- Establish, amend and rescind any rules and regulations relating to the
- SOP;
- Make determinations deemed necessary or desirable for the administration of the SOP; and
- Correct any deficiency, inconsistency or omission in the SOP.

**4. Chair**

The Board will in each year appoint the Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

**5. Meetings**

The Committee will meet at the request of its Chair, but in any event it will meet at least quarterly to consider matters referred to it by the Board. Notices calling meetings will be sent to all Committee members, to the CEO of the Corporation, to the Chair of the Board and to all other directors.

6. **Quorum**

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

7. **Removal and Vacancy**

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

8. **Experts and Advisors**

The Committee may engage an outside advisor, at the expense of the Corporation, to provide advice with respect to a corporate decision or action. This will include consultants engaged to advise on compensation issues, and such consultants will report directly to the Committee.

9. **Secretary and Minutes**

The Corporate Secretary or equivalent, of the Corporation, or such other person as may be appointed by the Chair of the Committee, will act as Secretary of the Committee. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board.