



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

GEODRILL

GEODRILL LIMITED

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I. PURPOSE

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Geodrill Limited (the “**Corporation**”) to assist the Board in setting director and senior executive compensation and to develop and submit to the Board recommendations with respect to other employee benefits as they see fit. In the performance of its duties, the Committee will be guided by the following principles:

- offering competitive compensation to attract, retain and motivate the very best qualified executives in order for the Corporation to meet its goals;
- review the Compensation Discussion & Analysis disclosure and report thereon to the Board for approval of same; and
- acting in the interests of the Corporation and its shareholders by being fiscally responsible.

II. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including any stock exchange upon which the securities of the Corporation trade and all other applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.
3. Each member of the Committee shall be “independent” (as defined under National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators).
4. Each member of the Committee shall serve at the appointment of the Board and, in any event, only so long as he or she shall be independent. The Committee shall report to the Board.
5. The Committee shall meet at least annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.
6. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for

such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

7. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
8. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
9. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
10. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
11. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
12. With the consent of the Board, the Committee shall have the authority to engage and compensate any outside advisors, at the Corporation's expense, that it determines necessary to permit it to carry out its duties.
13. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
14. The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of the shareholders.
15. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

III. RESPONSIBILITIES

The responsibilities of the Committee shall be:

1. To establish and administer policies with respect to the compensation to be paid to the executive officers of the Corporation.
2. To review on an annual basis and to oversee the administration by management of the Corporation's general compensation and benefits programs and to assess the extent to which the programs are meeting their intended objectives.
3. To review on an annual basis and to approve the corporate goals and objectives relevant to the compensation to be paid to the Chief Executive Officer in the context of the Corporation's strategic plan.
4. To evaluate the performance of the Chief Executive Officer in light of the aforesaid goals and objectives and setting the compensation level of the Chief Executive Office based on this evaluation.
5. To meet with the Chief Executive Officer on an annual basis to discuss goals and objectives of the senior executives of the Corporation, namely, the President, Vice-Presidents, Chief Financial Officer, Chief Operating Officer and any senior executives of the Corporation having comparable positions as may be specified by the Board (collectively, the "**Senior Executives**"), their compensation and performance.
6. To review on an annual basis and to determine the compensation to be paid to the Corporation's Senior Executives, including wages, bonus payments, option grants, long-term incentives, medical and insurance coverage.
7. To review and recommend the compensation and benefits for non-management directors, in order to ensure that such compensation and benefits reflect the responsibilities and risks involved in being a director of the Corporation and align the interests of the directors with the best interests of the shareholders.
8. To compare on an annual basis the total remuneration (including benefits) and the main components thereof for the Senior Executives and directors with the remuneration practices of peers in the same industry.
9. To review and recommend to the Board for approval any special employment contracts including employment offers, retiring allowance agreements or any agreement to take effect in the event of termination or change in control affecting any Senior Executives.
10. To administer the Corporation's stock option plan and to periodically review the Corporation's bonus plans and consider these in light of new trends and practices of peers in the same industry.
11. Subject to the powers of the Board, shareholder approval of all stock option plans and receipt of all necessary regulatory approvals, to determine those directors, officers,

employees and consultants of the Corporation who will participate in long term incentive plans; to determine the number of shares of the Corporation allocated to each participant under such plan; to determine the time or times when ownership of such shares will vest for each participant; and to administer all matters relating to any long term incentive plan and any employee bonus plan to which the Committee has been delegated authority pursuant to the terms of such plans or any resolutions passed by the Board.

12. To review all disclosure relating to executive compensation before the Corporation publicly discloses this information, including the Compensation Discussion & Analysis.
13. To periodically consider the appropriate size of the Committee with a view to facilitating effective decision making.
14. To adopt such policies and procedures as it deems appropriate to operate effectively.

Schedule "A"

GEODRILL LIMITED

Position Description for the Chairman of the Compensation Committee

I. Purpose

The Chairman of the Compensation Committee of the Board shall be an independent director who is elected by the Board to act as the leader of the Committee in, among other things: (i) reviewing and recommending to the Board remuneration packages of the Directors and Senior Executives; and (ii) establishing periodic review of the remuneration packages of the Directors and Senior Executives.

II. Who may be Chairman

The Chairman will be selected amongst the independent directors of the Corporation who have a sufficient level of experience with compensation issues to ensure the leadership and effectiveness of the Committee.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

III. Responsibilities

The following are the primary responsibilities of the Chairman:

1. Chairing all meetings of the Committee in a manner that promotes meaningful discussion.
2. Ensuring adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually.
3. Providing leadership to the Committee to enhance the Committee's effectiveness, including:
 - (a) Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management;
 - (b) Providing the information to the Board relative to the Committee's issues and initiatives and reviewing and submitting to the Board recommendations concerning overall compensation and benefits, philosophies and programs for employees and management;

- (c) Ensuring that the Committee works as a cohesive team with open communication;
 - (d) Ensuring that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner; and
 - (e) Ensuring the appropriate research and peer group review is done to identify and assess trends in employment benefits and other compensation data.
4. Managing the Committee, including:
- (a) Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - (b) Preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
 - (c) Ensuring meetings are appropriate in terms of frequency, length and content;
 - (d) Ensuring that the Committee reviews all executive compensation disclosure before it is publicly disclosed; and
 - (e) Annually reviewing with the Committee its own performance.