



ROYAL NICKEL CORPORATION

Title:	Human Resources and Compensation Committee Charter		
Prepared by:	Compensation Committee	Date last reviewed:	May 13, 2019
Approved by:	Board of Directors	Date approved:	May 13, 2019

1.0 PURPOSE

The Compensation Committee (the “**Committee**”) of Royal Nickel Corporation (the “**Corporation**”) has been established by the Board of Directors of the Corporation (the “**Board**”) for the purposes of assisting the Board in fulfilling its oversight responsibilities with respect to human resources and compensation, with an emphasis on executive compensation, and the development, retention and continuity of senior executives. The Committee’s responsibilities fall into the following categories, and are described in greater detail below in Section 4:

1.1 Compensation Philosophy

Develop a compensation philosophy and policies, including the Corporation’s approach to risks associated with the Corporation’s policies and practices and, evaluate and make recommendations to the Board regarding cash, equity-based and incentive compensation.

1.2 Succession Planning

Succession planning for the Corporation’s senior executives, including the Corporation’s Chief Executive Officer (“**CEO**”).

1.3 Compensation of the CEO

Review and approve goals and objectives relevant to compensation for the CEO, evaluate the performance of the CEO in light of those goals and objectives and make recommendations to the Board for the CEO’s compensation level based on this evaluation.

1.4 Compensation of Directors

Review and make recommendations to the Board with respect to all forms of compensation to the directors.

1.5 Compensation of Senior Executives other than CEO

Make recommendations to the Board with respect to the compensation of senior executives other than the CEO.

1.6 Disclosure

Review executive compensation disclosure before the Corporation publicly discloses this information.

1.7 Human Resources

Review the Corporation’s approach to matters related to human resources for the Corporation to ensure that the Corporation has appropriate policies in place for effectively hiring, developing and retaining the human resources necessary to achieve the Corporation’s goals and objectives.



2.0 COMPOSITION

2.1 Members

The Committee shall consist of as many members as the Board shall determine, but in any event, not fewer than two (2) members. The Board shall appoint the members of the Committee annually.

2.2 Qualifications

Each member of the Committee shall be an independent director of the Corporation within the meaning of the Canadian Securities Administrators' National Instrument 58-101.

2.3 Chair

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

2.4 Removal and Replacement

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by appointment from among the Board. If, and whenever, a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

3.0 OPERATIONS

3.1 Meetings

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two (2) times per year. Committee members may attend meetings in person or by phone.

3.2 Independent Meetings

Every meeting of the Committee at which individuals other than Committee members are present by invitation shall be followed by a meeting of Committee members only if so requested by any committee member. Such members-only meeting must occur at least once per year.

3.3 Quorum

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee and if the Committee consists of two (2) members, both must be present.

3.4 Notice

Committee meetings shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members which shall not be less than twenty-four (24) hours before the time fixed for the meeting. The notice period may be waived by all members of the Committee and attendance at a meeting is deemed waiver of notice. Each of the Chair of the Board or the CEO shall be entitled to request that any member of the Committee call a meeting of the Committee.



3.5 Agenda

The Chair of the Committee, with the assistance of the Corporate Secretary, shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The Corporation will keep minutes of its meetings, which shall be available for review by the Board. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3.6 Report to Board

The Committee shall report regularly to the entire Board. The Chair of the Committee shall prepare and deliver the report to the Board. The Committee's report by the Chair may be a verbal report delivered to the Board at a duly called Board meeting.

3.7 Assessment of Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

4.0 RESPONSIBILITIES

The Committee shall:

4.1 Performance Evaluation

- 4.1.1 Review and approve corporate goals and objectives relevant to the compensation of the CEO and evaluate the performance of the CEO in light of those goals and objectives.
- 4.1.2 Review and approve: (i) the goals and objectives relevant to the compensation of senior executives other than the CEO, and (ii) the performance of each such senior executive in light of those goals and objectives.

4.2 Compensation

- 4.2.1 In consultation with the Executive Chairman, make recommendations to the Board with respect to the compensation of the CEO and, in consultation with the CEO, make recommendations to the Board with respect to the compensation of the Corporation's other senior executives, including among other things, their base salaries, annual incentives, deferred compensation, stock option and other equity-based compensation, incentive compensation, special benefits, perquisites, and incidental benefits.
- 4.2.2 Review and make recommendations to the Board with respect to the compensation of the Corporation's directors, including without limitation, equity and equity-based compensation.
- 4.2.3 Periodically review (at least annually) the Corporation's comprehensive Compensation Policy, and recommend to the Board any revisions to such policy that are deemed advisable by the Committee.



- 4.2.4 Review and approve all new employment, consulting, retirement and severance agreements and arrangements proposed for the Corporation's senior executives other than the CEO and periodically evaluate existing agreements with the Corporation's senior executives for continuing appropriateness. Review and make recommendation to the Board any new employment arrangements for the Corporation's CEO.
- 4.2.5 Select a peer group of companies that is used for purposes of determining competitive compensation packages.
- 4.2.6 Review periodically and make recommendations to the Board regarding any long-term incentive compensation or equity plans, programs or similar arrangements that the Corporation establishes for, or makes available to, its directors and employees (collectively the "**Plans**").
- 4.2.7 Authorize and approve grants under the Plans and administer the Plans in accordance with their terms, construing all terms, provisions, conditions and limitations of the Plans and making factual determinations required for the administration of the Plans.

4.3 Risks

- 4.3.1 Review at least annually the Corporation's compensation policies and practices to ensure that they encourage management to consider the risks associated with their decisions and actions and that they do not encourage unnecessary or inappropriate risk taking.

4.4 Disclosure

- 4.4.1 Review disclosure of the Corporation's executive compensation, compensation policies and programs and the relationship of corporate performance to executive compensation, including the factors and criteria on which the CEO's compensation for the previous fiscal year was based and the relationship of the Corporation's performance to the CEO's compensation, in the Corporation's management information circular.

4.5 Other Human Resource and Compensation Matters

- 4.5.1 The Committee shall review such other human resource and compensation matters as it determines to be appropriate in its sole discretion.

5.0 AUTHORITY

5.1 Delegation

The Committee has the power to delegate its authority and duties to a subcommittee or individual members of the Committee, as it deems appropriate, provided that the subcommittee is comprised entirely of independent directors.



5.2 Advisors

The Committee has the authority to retain, and determine the fees and other retention terms of, independent legal counsel, compensation consultants and other advisors in its sole discretion that it determines to be necessary to permit it to carry out its duties.

Prior to selecting or receiving advice from an advisor, the Committee shall evaluate the independence of such advisor by considering, among other things, any business or personal relationship of the advisor or the firm employing the advisor with a senior executive of the Corporation and any ownership of shares of the Corporation by the advisor.

The Compensation Committee Charter was reviewed and approved by the Board of the Corporation on [May 13, 2019].