



**western**  
COPPER AND GOLD

## **COMPENSATION COMMITTEE CHARTER**

### **A. INTRODUCTION AND PURPOSE**

1. Western Copper and Gold Corp.'s (together with its subsidiaries, the "Company") Compensation Committee (the "Committee") is appointed by the Board of Directors to assist the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by reviewing and providing recommendations to the Board regarding compensation of the Company's executive officers, employees and directors, succession plans for executive officers, and the Company's overall compensation and benefits policies, plans and programs.
2. The term "compensation" includes salary, incentive and equity compensation, bonuses, severance arrangements and all other compensatory benefits including benefits or rights under the Company's benefit plans.

### **B. COMPOSITION AND COMMITTEE ORGANIZATION**

1. The Committee will be comprised of a minimum of three (3) directors, as determined by the Board, each of whom will meet the independence requirements of the relevant securities exchanges and regulatory agencies as may apply from time to time. Each member will be independent of management and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a committee member. For certainty, every Committee member must be affirmatively determined by the Board to be "independent" within the meaning of such term in applicable securities legislation and stock exchange rules, including, without limitation, Rule 803A and Rule 805(c)(1) of the NYSE MKT Company Guide. In determining the independence of members of the Committee, in addition to applying the director independence requirements of Section 803A of the NYSE MKT Company Guide, the Board shall have considered all factors specifically relevant to determining whether a director has a relationship to the listed company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.
2. Committee members shall be appointed by the Board at its first meeting following each annual shareholders meeting. If the Committee Chair is not designated by the Board, the members of the Committee may designate a Chair by majority vote of the Committee membership.
3. The primary role of the Chair is managing the affairs of the Committee, including ensuring the Committee is properly organized, functions effectively, and meets its obligations and responsibilities as set out in this charter.
4. The Committee will meet at least twice annually or more frequently as circumstances dictate. Committee meetings may be held in person, by telephone conference or by video conference. A majority of the members of the Committee present in person, by teleconferencing or by videoconferencing will constitute a quorum.

5. The CEO of the Company will be given notice of all meetings, will be provided with all materials provided to Committee members, and will be entitled to attend all Committee meetings. However, the CEO will be absent from the meeting of the Committee at the time of any deliberation or vote with respect to compensation of the CEO.
6. The Committee should meet privately at least annually with management to discuss any matters that the Committee or management believes should be discussed. In addition, a portion of each Committee meeting shall be held, in camera, without any member of management being present.

### **C. POWER AND AUTHORITY**

The Committee shall:

1. Have the authority to conduct any investigation appropriate to fulfilling its responsibilities;
2. Have the right at any time to retain special legal, compensation or other consultants or experts it deems necessary in the performance of its duties, at a compensation to be determined by the Committee. In particular, the Committee shall have the authority, in its sole discretion, to engage or otherwise obtain the advice of, and to compensate, any outside compensation consultant, independent legal counsel or other advisor that it determines to be necessary or advisable to permit it to carry out its duties with the prior approval of the Board; provided, however, that the Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all relevant factors, including the following: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company. Notwithstanding the prior sentence, the Committee is not required to conduct the assessment described therein with respect to (i) inhouse legal counsel; and (ii) any compensation consultant, legal counsel or other advisor whose role is limited to the following activities: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice. For certainty, a compensation consultant, legal counsel or other compensation advisor is not required to be independent, so long as the Committee considers the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation advisor. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation advisor they prefer, including ones that are not independent, after considering the six independence factors outlined above in this paragraph 2;
3. Be direct responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee;

4. Be provided by the Company with appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee; and
5. Have such other powers and duties as may be delegated to it from time to time by the Board.

#### **D. DUTIES AND RESPONSIBILITIES - COMPENSATION**

The Committee shall:

1. Establish the succession plan for the Chief Executive Officer (“CEO”) and other executive officers, as applicable, for review with the Board;
2. Review the position description for the CEO;
3. Annually review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers and evaluate the CEO and the other executive officers’ performance in light of those goals and objectives;
4. Review current and future compensation for the CEO and other executive officers. In determining future long term incentive compensation of the CEO and other executive officers, the Committee will consider factors it considers appropriate which may include the Company’s performance, relative shareholder return, the value of similar incentive awards at comparable companies and the awards given to the CEO and other executive officers in past years, as well as the desire of the Company to attract and retain qualified persons and to align the interest of management with the interests of the Company and its shareholders. The Committee will make recommendations to the Board with respect to the CEO and other executive officer compensation level based on this evaluation;
5. Review and recommend to the Board compensation to directors for their service on the Board and committees, including incentive compensation plans and equity-based plans;
6. Oversee and monitor overall employee compensation strategies, programs, and benefits;
7. Oversee and make recommendations to the Board with respect to the design, administration and amendment of incentive compensation plans and equity-based plans, including, without limitation, the Company’s stock option plan, and to the extent requested by the Board make recommendations regarding awards to eligible persons, appropriate vesting terms, exercise prices, limitations, restrictions and conditions of any awards;
8. Review and evaluate as directed by the Board, proposed employment agreements, separation and severance terms and other compensatory arrangements for executive officers and make recommendations to the Board relating thereto; and
9. Review and recommend for approval by the Board a report on executive compensation for inclusion in the Company’s information circular for its annual general meeting.

## **E. DUTIES AND RESPONSIBILITIES - GENERAL**

The Committee shall:

1. Review and assess the adequacy of this Charter at least annually and submit it to the Board for approval;
2. Annually prepare and/or review a report to shareholders to be included in the Company's annual information circular as required by applicable securities laws;
3. Annually evaluate the Committee's performance and report its findings to the Board;
4. Maintain minutes of meetings and periodically report to the Board on significant results of the Committee's activities; and
5. Perform any other activities consistent with this Charter, the Company's documents, and governing law, as the Committee or the Board deems necessary or appropriate.