CHARTER OF THE COMPENSATION COMMITTEE

A. PURPOSE

The Board of Directors (the "**Board**") of Bravo Mining Corp. (**"Bravo"** or the "**Company"**) has established a Compensation Committee (the "**Compensation Committee**") in furtherance of its commitment to fair and effective compensation practices. The primary function of the Compensation Committee is to assist the Board in fulfilling its oversight responsibilities.

B. COMPOSITION AND MEMBERSHIP

1. The Compensation Committee shall consist of at least three members, all of whom shall be independent, non-executive directors, within the meaning of all applicable Canadian securities laws and the rules of each stock exchange on which the Company's securities are listed (collectively, the "**Applicable Regulations"**), and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Compensation Committee.
2. Annually, the Board will appoint the members to the Compensation Committee and appoint a Committee Chair from among the Compensation Committee's membership, and may, at any time, remove or replace any member of the Compensation Committee and may fill any vacancy in the Compensation Committee.

C. MEETINGS AND PROCESS

1. The Compensation Committee will meet at least two times per year, or more frequently as circumstances require.
2. The Compensation Committee may invite members of management to attend meetings and provide pertinent information, as necessary.
3. Meetings of the Compensation Committee will be held at such times and as the Chair of the Compensation Committee shall determine and may also meet at any other time or times on the call of the Chair of the Compensation Committee or any two members of the Compensation Committee, and may be held in person, by telephone and/or by video conference.
4. Meeting agendas will be prepared and provided with appropriate briefing materials sufficiently in advance to provide adequate time for review prior to the meeting.
5. A majority of the members of the Compensation Committee shall constitute a quorum.
6. Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Compensation Committee.
7. No business shall be transacted by the Committee, except at a meeting where proper notice has been given (or waived by quorum), and a majority of the members are present, either in person, virturally, or by teleconference or video conference, or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. Business may also be transacted by unanimous consent resolution.
8. The Compensation Committee chair will act as the chair of meetings and shall establish the agenda of the meeting.
9. The Compensation Committee chair will appoint a Recording Secretary at each meeting. The Secretary will keep minutes of the Compensation Committee meetings, which shall be submitted to the Board. The Recording Secretary will normally be the Company's Corporate Secretary or such persons as designated by the Compensation Committee.

10. At each meeting of the Compensation Committee, there shall be an *in camera* session of only the independent members.
11. The Compensation Committee shall report its discussions to the Board at the next Board meeting following meetings.

D. ADVISORS TO THE COMPANY

1. The Compensation Committee shall have unfettered access to the Company's legal counsel and advisors of the Company as it considers necessary and appropriate in order to satisfy its duties and responsibilities.
2. In its sole discretion, the Compensation Committee may engage independent consultants, independent legal counsel and other advisors (collectively, "**Advisors**") as it considers necessary and appropopriate in order to perform its duties and responsibilities.
3. Prior to engaging any Advisor, the Compensation Committee shall assess the independence of the Advisor, taking into consideration the following factors, as well as any other factors required to be considered pursuant to the Applicable Regulations:
    a. The provision of other services to Company by the person that employs the Advisor.
    b. The amount of fees received from Company by the person that employs the Advisor.
    c. The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest.
    d. Any business or personal relationship of the Advisor with a member of the Compensation Committee.
    e. Any Company shares owned by the Advisor.
    a. Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of Company.
4. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Compensation Committee.
5. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Advisor retained by the Compensation Committee. Expenditures or commitments in excess of US$25,000 are subject to Board approval.

E. DUTIES AND RESPONSIBILITIES

1. Compensation

The duties and responsibilities of the Compensation Committee in respect of the Company's compensation program and philosophy shall be as follows:

a) To recommend to the Board compensation policies and guidelines applicable to the Company.
b) To establish and annually review the corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("**CEO**") with the Board for approval and, in light of those goals and objectives, to recommend to the Board the annual salary, bonus and other benefits, direct and indirect, of the CEO (provided, that notwithstanding the foregoing, the Compensation Committee shall approve all awards to the CEO pursuant to the Company stock option plan and any other plan that delegates to the Compensation Committee such authority).
c) To approve compensation for all other designated officers after considering the recommendations of the CEO, all within the human resources and compensation policies and guidelines approved by the Board.

d) To oversee the implementation and administration of compensation policies approved by the Board concerning the following:
    - Executive compensation
    - Contracts
    - Equity incentive plans or other incentive plans, including granting awards of equity-based compensation and options, or where the plan or contract does not delegate to the Compensation Committee such authority, making recommendations to the Board regarding such awards.

e) To receive recommendations from the CEO annually concerning compensation proposals and budgets, including equity awards, for all employees.

f) To develop and monitor the overall approach to remuneration for the directors of Company and, subject to approval by the Board, to implement a remuneration program for the directors and the roles within the Board committees.

g) To periodically review the adequacy and form of the compensation of directors so that the compensation realistically reflects the responsibilities and risks involved in being an effective director, and to report and make recommendations to the Board accordingly.

h) To review and ensure that the annual Compensation Discussion and Analysis contained in the Company's Management Information Form and any other disclosure of compensation is aligned with the Company's financial disclosure

i) Recommend annual executive compensation disclosure to the Board for approval before it is publicly released.

2. Human Capital Management

a) To work with management so that Company has in place programs to attract and develop management of the highest calibre and a process to provide for the orderly succession of management.

b) From time to time, to review the Company's policies and programs in relation to health and medical benefits for its employees.

c) From time to time, to review the Company's policies on compensation for all employees and overall labour relations strategy for employees, and to provide recommendations as appropriate to the CEO.

3. Other Responsibilities

a) Report to the Board regularly on the Compensation Committee's activities and findings during that year.

b) Annually review the Compensation Committee's charter and report recommended changes to the Board.

c) Annually conduct a self-assessment of the Compensation Committee's performance, with the assistance of the ESG Committee.

d) Perform such other duties as may be assigned to it by the Board or as the Compensation Committee may deem appropriate from time to time, or as may be required by applicable regulatory authorities or legislation.

APPROVAL

Owner Board of Directors	**Adopted** September 29, 2022
Policy Type Board Governance	**Last Reviewed and Approved** August 2026