

Greystar Resources Ltd.

Compensation Committee Charter

MEMBERSHIP

- (a) The Committee will be comprised of at least three members. At least one Member will have experience in evaluating and determining compensation levels.
- (b) Each Committee members will meet the independence requirements of the stock exchanges and markets on which the Company's securities are listed or traded and applicable securities laws.
- (c) The first Committee will be appointed by the Board. Subsequently, the Committee will recommend to the Board, the Committee members and the Committee Chair from among its members.
- (d) Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

MEETINGS

- (a) The Committee shall meet in person or by conference call as frequently as necessary to carry out its responsibilities under this Charter, but in no event less than once per year.
- (b) The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agenda with input from management and supervising the conduct of the meetings.
- (c) A majority of the Members will constitute a quorum for conducting business at a meeting of the Committee.
- (d) The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

MANDATE

The Committee will discharge the Board's responsibilities relating to compensation of the Company's executive officers and the Directors of the Company, executive compensation disclosure and oversight of the compensation structure and benefit plans and programs of the Company. Among other things, the Committee will establish and administer the Company's policies, programs and procedures for compensating and incentivizing its executive officers.

RESPONSIBILITIES

1. Review of Executive Compensation Disclosure

The Committee shall prepare or review all executive compensation disclosure before the Board approves and the Company publicly discloses this information.

2. Establishment of executive compensation policies and programs

- (a) The Committee will review all compensation arrangements for the Chief Executive Officer ("CEO"), and other executive officers of the Company, including salaries, bonus, cash-incentive and equity-based incentive compensation, and make recommendations to the Board for their approval.
- (b) Without limiting the foregoing, the Committee will review all proposed employment and retention agreements with any executive officer of the Company, as well as severance agreements that provide benefits in excess of those set forth in any severance and termination plans previously approved by the Committee or the Board.

3. Review and approval of executive officer compensation

- (a) The Committee will review and approve, at least annually, corporate goals and objectives relevant to the compensation of the CEO, and the other executive officers of the Company.
- (b) The Committee will evaluate the performance of the CEO, and other executive officers in the light of those corporate goals and objectives and set compensation levels based on those evaluations and any other factors as it deems appropriate.

4. Performance reviews

- (a) The Committee will complete an annual evaluation of the CEO's performance.
- (b) The performance evaluation will be delivered to the CEO by the Committee Chair.

5. Ratification of incentive compensation plans by the board

The Committee will submit to the Board for approval any of the following:

- (a) cash incentive compensation and equity based incentive plans of the Company; and
- (b) all other equity-based plans of the Company that require the approval of shareholders or otherwise required by law.

6. Review director compensation

The Committee will review Director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board.

7. Loans to directors

The Committee will monitor compliance with any legal requirements relating to the granting of loans by the Company to Directors or senior management of the Company.

AUTHORITY AND RESOURCES

The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

- (a) The Committee has the authority to engage independent legal, accounting or other advisors or consultants.
- (b) The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants and to any other advisors employed by the Committee, provided however that such funding will not exceed \$25,000 annually without the prior approval of the Board.
- (c) The Committee will have the authority to engage and terminate compensation consultants to assist in the evaluation of Director or executive officer compensation and, subject to paragraph (b) above, the authority to approve the fees and other retention terms of such compensation consultants.
- (d) The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (e) The Committee will annually review its own performance.

REPORTS TO THE BOARD

- (a) The Committee will regularly apprise the Board of any significant developments in the course of performing its Charter responsibilities.
- (b) The Chairman of the Committee will periodically report to the Board, the Company's findings and recommendations.

Approved by the Compensation Committee and the Board: March 27, 2009