

ABRASILVER RESOURCE CORP.

COMPENSATION COMMITTEE CHARTER

Purpose

The primary objective of the Compensation Committee (the “**Committee**”) of AbraSilver Resource Corp. (the “**Company**”) is to discharge the responsibilities of the Company’s Board of Directors (the “**Board**”) relating to compensation and benefits of the executive officers and directors of the Company.

Organization

The Committee shall consist of three or more directors of the Company, each of whom satisfy the laws governing the Company and the independence requirements of securities law, stock exchanges and any other regulatory requirements, subject to the following:

A majority of the members of the Committee will be independent directors, with the remaining members being non-management directors.

The members of the Committee will be appointed by the Board. A majority of the members of the Committee will constitute a quorum. A majority of the members of the Committee will be empowered to act on behalf of the Committee.

The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member’s earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee’s powers so long as a quorum exists.

The Committee may form and delegate authority to subcommittees when appropriate.

Meetings

The Committee will meet as many times as the Committee deems necessary, but not less frequently than two times per year.

The members of the Committee will select a chair who will preside at each meeting of the Committee and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

The chair will ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as each other director in advance of the meeting.

Authority and Responsibilities

To fulfill its responsibilities, the Committee will:

1. Review, on an annual basis, and revise if deemed appropriate, the key elements of the Company’s executive compensation program and its underlying principles, objectives and strategies

(“**Compensation Philosophy**”) with a particular focus on (i) what, specifically, the compensation program is designed to reward, (ii) each element of compensation and why the Company chooses to pay each element, (iii) how the amount of each compensation element should be determined, and (iv) how each element of compensation and decisions about that element fit into the Company’s overall compensation objectives and affect decisions about other elements.

2. Review and approve, on an annual basis, corporate goals and objectives consistent with the Company’s Compensation Philosophy and relevant to Chief Executive Officer (“**CEO**”) compensation, evaluate the CEO’s performance in light of those goals and objectives and set the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the following long-term incentive factors (“**LTI Award Factors**”):
 - the Company’s achievement of established corporate goals and objectives;
 - shareholder returns;
 - the value of similar incentive awards to chief executive officers at comparable companies;
 - the awards given to the CEO in past years; and
 - such other factors as the Committee may deem relevant.
3. Review and approve, on an annual basis, corporate goals and objectives consistent with the Company’s Compensation Philosophy and relevant to compensation payable to those executive officers other than the CEO in respect of whom the Committee deems it appropriate engage in such review and approval (“**Other Executive Officers**”), evaluate the performance each of the Other Executive Officers in light of those goals and objectives and set each such Other Executive Officer’s compensation level based on this evaluation. In determining the long-term incentive component of each Other Executive Officer’s compensation, the Committee will consider the LTI Award Factors it considers appropriate in respect of such Other Executive Officer.
4. Review and make recommendations to the Board on an annual basis with respect to the adequacy and form of compensation and benefits of directors. A member of the Committee must not participate in any review or assessment of his or her own remuneration.
5. Administer and make recommendations to the Board with respect to the Company’s Stock Plan and any other incentive compensation plans and equity-based plans.
6. Perform an annual review of the Company’s executive compensation program and the specific performance objectives and targets set to establish short term and long term incentive awards.
7. Determine the recipients of, and the nature and size of share compensation awards and bonuses granted from time to time, in compliance with applicable securities law, stock exchange and other regulatory requirements.
8. Prepare any report as may be required under applicable securities law, stock exchange and any other regulatory requirements.

9. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
10. Perform any other activities consistent with this Charter, the Company's constating documents and governing law, as the Audit Committee or the Board deems necessary or appropriate.
11. Review the Committee's own performance annually.
12. Report regularly to the Board.

Resources

The Committee will have the authority to retain outside advisors, including (i) the sole authority to retain or terminate consultants to assist the Committee in the evaluation of compensation of senior management and directors; and (ii) the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Committee.

Approval Date: September 23, 2025