

**HAWK EXPLORATION LTD.
COMPENSATION COMMITTEE**

TERMS OF REFERENCE

I. TERMS OF REFERENCE

1. The terms of reference of the Compensation Committee shall be as follows, recognizing that:
 - (a) management is at all times charged with the obligation to manage day to day operations of Hawk Exploration Ltd. (the “**Corporation**”) and nothing herein shall derogate from that responsibility; and
 - (b) as pertains to the duties and responsibilities listed below, the Committee’s role shall be one of reviewing the particular matter recommending a course of action to the full board of directors (the “**Board**”).

II. COMPOSITION

1. The Committee shall be comprised of such non-management members of the Board of Directors as the Board may, from time to time, designate. This Committee and the chairman of the Committee (the “**Chairman**”) will be appointed annually at the organizational meeting of the Board.

III. RESPONSIBILITIES

1. The Committee shall annually review and recommend to the Board:
 - (a) executive compensation policies, practices and overall compensation philosophy;
 - (b) total compensation packages for all officers, employees and consultants of the Corporation;
 - (c) bonus and stock options; and
 - (d) major changes in the Corporation’s benefit plans.
2. The Committee shall also review the adequacy and form of directors’ compensation to ensure it realistically reflects the responsibilities and risks of membership on the Board.

IV. PROCEDURES

1. The Committee shall meet at least annually and on an as required basis, as scheduled by the Chairman. Meetings may be with members of the Corporation's management and with representatives of any independent consultant at the request of the Committee.
2. The Committee and any individual Committee member may meet privately with any independent consultant and be free to talk directly and independently with any members of management of the Corporation or consultants to the Corporation, in discharging its responsibilities.
3. The Chairman will periodically report the Committee's findings and conclusions to the Board of Directors.