
REMUNERATION COMMITTEE CHARTER

1. COMMITTEE STRUCTURE

The Remuneration Committee (the "Committee") of Endeavour Mining Corporation (the "Corporation") shall be comprised of at least 3 members, each of whom shall be independent directors. The Chairperson of the Committee shall be an independent director.

The quorum necessary for the transaction of business shall be 2 members.

Nominees for the Committee shall be recommended by the Corporate Governance & Nominating Committee. The invitation to join the Committee shall be extended by the Board of Directors (the "Board") itself, by the Chairman of the Corporate Governance & Nominating Committee or the Chairman of the Board. Members of the Committee may be removed or replaced by the Board.

The Committee shall meet not less than twice a year and at such other times as the Chairperson of the Committee shall request.

Any Committee member may resign at any time by providing notice in writing or by electronic transmission to the Corporate Secretary of the Corporation. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Minutes of each Committee meeting shall be kept. The Chairperson may invite corporate officers and advisors to attend the meetings. The Chief Executive Officer shall have the right to address any meeting of the Committee.

The Committee has the right to engage experts or advisors, including remuneration consultants and independent legal counsel at the expense of the Corporation, and to set and pay the compensation of such outside experts or advisors.

2. OPERATION OF THE COMMITTEE

The Committee shall:

- (a) determine and agree with the Board and the Chief Executive Officer on a broad framework for remuneration. In determining such policy, the Committee shall take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Corporation are motivated to pursue the long term growth and success of the Corporation within an appropriate control framework and that there is a clear relationship between key executive performance and remuneration;

- (b) within the terms of the agreed framework, determine the remuneration package of the Chief Executive Officer including, where appropriate, bonuses, incentive payments, shares, share option grants and/or performance share units;
- (c) within the terms of the agreed framework, confirm aspects of the individual remuneration packages of other members of the executive management as recommended by the CEO and designated by the Board including, where appropriate, incentive payments, shares, share option grants and/or performance share units;
- (d) determine the Corporation's recruitment, retention and termination policies and procedures for the Chief Executive Officer and such other members of the executive management as it is designated by the Board to consider;
- (e) determine the policy for any incentive schemes to be operated by the Corporation and asking the Board, when appropriate, to seek shareholder approval for such schemes;
- (f) review and approve the corporate governance section of the Corporation's annual Management Information Circular and ensure that it includes:
 - the broad structure and the objectives of the remuneration policy and its relationship to Corporation performance; and
 - the amount of remuneration and all monetary and non-monetary components for each of the Named Executive Officers (as defined by National Instrument 52-101).
- (g) ensure that a copy of this Charter is made publicly available.

3. AMENDMENT OR MODIFICATION

This Charter may be amended or modified by the Board.