

REMUNERATION/COMPENSATION COMMITTEE CHARTER

The REMUNERATION/COMPENSATION COMMITTEE (“Committee”), constituted by the Board of Directors of Manila Mining Corporation to assist the Board in the performance of its corporate governance responsibilities, hereby adopts this Remuneration/Compensation Committee Charter setting forth the Committee’s membership, structure and responsibilities.

Section 1. Composition of the Committee and qualifications of members

1.1 The Committee shall be composed of three members appointed by the Board of Directors from among themselves. The Chairman of the Committee should be an Independent Director as defined herein.

1.2 An Independent Director is a person who apart from his fees and shareholdings is independent of management. His qualifications and tenure is subject to the provisions of SEC Memorandum Circular Nos. 16, Series of 2002; 9, Series of 2009; and 9, Series of 2011.

Section 2. Meetings

2.1 The Committee shall meet as the necessity arises; Provided: That once the Company starts commercial operation, the Committee shall meet at least once every year.

2.2 The presence of at least two (2) members shall constitute a quorum for the transaction of business by the Committee.

2.3. The Committee shall appoint a Secretary who will record the minutes of Committee meetings.

Section 3. Responsibilities of the Committee

3.1 The Committee is responsible for formulating a policy for determining the remuneration of directors and officers that is consistent with the corporation’s culture and strategy as well as the business environment in which it operates.

3.2 It is understood that, until the Company starts commercial operation, such a policy may not be necessary or practicable.