



COMPENSATION AND BENEFITS COMMITTEE CHARTER

1. Introduction

The primary objective of the Compensation and Benefits Committee (the “Committee”) of Besra Gold Inc. (formerly Olympus Pacific Minerals Inc.) (the “Company”) is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) the establishment and ongoing review of compensation policies including all incentive and equity based compensation policies,
- (b) the performance evaluation of the Executive Chairman, the Chief Executive Officer and the Chief Financial Officer, and determination of the compensation for the board of directors and all officers of the Company including approving awards under any incentive or equity based compensation plans, including the Company’s stock option plan, and
- (c) succession planning, including the appointment, training and evaluation of senior management.

2. Compensation and Benefits Committee Composition and Membership

- (a) The members of the Committee and the Chair of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Board may remove a member at any time and may fill any vacancy occurring on the Committee. A member may resign at any time and a member will automatically cease to be a member upon ceasing to be a director.
- (b) The Committee shall consist of at least three directors of the Company and shall satisfy all criteria for independence expertise and experience requirements under applicable securities law, stock exchange rules and any other regulatory requirements applicable to the Company. Notwithstanding the generality of the foregoing, each member will be free of any relationship which could, in the view of the board, reasonably interfere with the exercise of the member’s independent judgment.
- (c) All members must have a working familiarity with compensation practices.
- (d) The Committee may form subcommittees and delegate authority to any such subcommittee or any member, when appropriate.

3. Compensation and Benefits Committee Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but not less frequently than two times per year. Twenty-four hours advance notice of each meeting will be given to each member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) At the request of the Executive Chairman, the Chief Executive Officer or the Chief Financial Officer of the Company or any member of the Committee, the Chair will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.

- (c) The Chair, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. The Chair shall ensure that the agenda for each upcoming meeting of the Committee, together with any related briefing materials, is circulated to each member of the Committee as well as the other directors in advance of the meeting. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order to fulfill its duties.
- (d) A majority of members will constitute a quorum for a meeting of the Committee. Each member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all members.
- (e) The Chair of the Committee, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the members in attendance may select one of their number to act as chair of the meeting.
- (f) The Company's Corporate Secretary will act as Secretary to all meetings and keep minutes of all meetings unless the Committee appoints any other person, who need not be a member of the Committee, to act as a secretary to a meeting and to keep minutes of that meeting.
- (g) The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee. The Company's executive officers shall attend any meeting when requested to do so by the Chair of the Committee.
- (h) The Committee will, if deemed appropriate or necessary by the members, meet in camera without members of management in attendance for a portion of a meeting of the Committee.

4. Duties and Responsibilities of the Committee

The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board. The Committee shall have the following responsibilities:

- (a) Review and approve on an annual basis corporate goals and objectives relevant to the performance of the Executive Chairman ("EC") Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") and evaluate the EC's, CEO's and CFO's performance in light of those goals and objectives.
- (b) Establish compensation policies for the directors and officers of the Company that:
 - (i) properly reflect their respective duties and responsibilities;
 - (ii) are competitive in attracting, retaining and motivating people of the highest quality;
 - (iii) align the interests of the directors and officers with the Company's shareholders and other stakeholders;
 - (iv) are based on established corporate and individual performance objectives;
 - (v) promote transparency and fairness in the determination of compensation; and
 - (vi) are clearly distinguishable between each other, that is, the structure of non-executive directors compensation should be distinguishable from that of executive directors and other officers;

- (c) Review and make recommendations to the Board on an annual basis with respect to the adequacy and form of compensation and benefits of all directors and officers (including the EC, CEO and CFO to be determined with reference to the goals and objectives identified in (a)). A member of the Committee must not participate in any review or assessment of their own remuneration.
- (d) To the extent delegated by the Board to the Committee, administer and make recommendations to the Board with respect to the Company's stock option plan and any other incentive or equity-based compensation plans.
- (e) To the extent delegated by the Board to the Committee, determine or recommend 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. In determining any such awards, the Committee will consider, among such other factors as it may deem relevant, the performance of the Company and its common shares, the value of similar incentive awards to similar officers at comparable companies and the awards given in past years.
- (f) Annually review the Company's succession plan for the EC, CEO and CFO and other officers or senior management, including appointment, training and evaluation.
- (g) Prepare and/or review any annual executive compensation disclosure or other report on compensation as may be required under applicable securities law, stock exchange and any other regulatory requirements.
- (h) Direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties.
- (i) Review its own performance annually, seeking input from management and the Board.
- (j) Perform any other activities consistent with this Charter, the Company's articles and by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

5. Reporting

The Committee shall report regularly to the Board and shall submit the minutes of all meetings of the Committee to the Board. The Committee shall also report to the Board on the proceedings and deliberations of the Committee at such times and in such manner as the Board may require. The Committee shall review with the Board any issues that have arisen with respect to the Company's compensation arrangements or the Company's compliance with legal or regulatory requirements.

The Committee shall, if required by applicable securities legislation, annually review and approve the Committee's report for inclusion in the Company's management proxy circular.

6. Compensation and Benefits Committee Resources

The Committee shall have the authority to retain independent legal, accounting and other consultants (including independent compensation consultants) to advise the Committee.

The Committee has the authority to conduct any investigation appropriate towards fulfilling its responsibilities. The Committee has direct access to anyone in the organization and may request any officer, manager or employee of the Company or the Company's external advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee with or without the presence of management. In the performance of any of its

duties and responsibilities, the Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations.

7. Charter Review

This Charter will be reviewed periodically by the Committee and supplemented as required from time to time provided that such review will occur no less frequently than annually.

Dated: April 23, 2012

Approved by: Compensation and Benefits Committee