



AURIZON MINES LTD.

Compensation and Human Resources Committee ("CHR Committee") Charter

I. Mandate

The CHR Committee, under the supervision of the Board, has overall responsibility for monitoring trends in compensation philosophy and practices, making recommendations regarding appropriate levels and types of executive compensation that are competitive and motivating in order to attract, hold and inspire the Chief Executive Officer, Chief Financial Officer other senior officers and other key employees, and for reviewing trends in compensation philosophy and practices for independent directors and making recommendations in that regard.

II. Composition

The CHR Committee shall be comprised of independent directors, all of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

All members of the CHR Committee shall have a general familiarity with compensation and human resources matters.

The members of the CHR Committee shall be appointed by the Board of Directors annually at the first meeting of the Board of Directors after a meeting of the shareholders at which directors are elected and each member shall serve until the next annual meeting of shareholders or until his or her successor is duly appointed by the Board of Directors.

III. Chair

The Board of Directors shall designate one member of the CHR Committee to act as the Chair of the Committee (the "Chair"), but if it fails to do so, then the members of the CHR Committee may designate the Chair by a majority vote of the full Committee membership.

The Chair of the Committee shall Chair all Committee meetings, ensure the fulfillment of the Committee mandate, and report on Committee activities to the Board.

IV. Meetings

The CHR Committee shall meet at least two times per year and more frequently as desired or required.

V. Responsibilities and Duties

The CHR Committee shall review and make recommendations to the Board with respect to the overall compensation strategy and policies for directors, senior executive officers and employees of the Company. The CHR Committee shall make such rules and regulations as may be necessary to carry out its responsibilities, which shall include the following:

- With the assistance of management, monitor trends in compensation of directors and management, review the Company's compensation policies and plans in light of such trends and make recommendations to the Board;

- Monitor and evaluate compensation policies and practices in relation to corporate goals and objectives, including previously granted compensation, to ensure that inappropriate or excessive risk-taking by executive officers is not encouraged or rewarded, and that the independence of non-executive directors is assured.
- review the design and competitiveness of the Company's overall compensation programs while taking into account the financial and other resources of the Company.
- review and make recommendations to the Board with respect to the appointment and succession planning of the Chief Executive Officer;
- review and make recommendations to the independent members of the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives and recommend to the independent members of the Board the compensation level of the Chief Executive Officer based on this evaluation;
- in consultation with the Chief Executive Officer, review the compensation and succession planning for other senior executive officers of the Company and, where appropriate, make recommendations to the Board;
- review the design and adequacy of the Company's compensation programs for non-executive Directors;
- review the adequacy and form of the Company's compensation plans, benefit plans, incentive awards, prerequisites and other remuneration in effect, or proposed for the Company's employees;
- review any agreements between the Company and senior executives, including those addressing termination of employment, retirement or other special circumstances, as appropriate, and make recommendations to the Board.
- In consultation with the CEO, review the appointment or discharge of senior executives.
- review the principle areas of risks associated with the Company's compensation and human resources practices and recommend and/or monitor that sufficient resources are allocated to address these risks.
- review any share ownership guidelines applicable to the Chief Executive Officer and directors and make recommendations to the Board.
- review the annual report on executive compensation and the Company's compensation philosophy for publication in public disclosure documents prior to its publication and make recommendations to the Board.

VI. Annual Work Plan

The CHR Committee reviews and updates annually a work plan for the ensuing year which includes periodic reviews at specified times of compensation and human resources matters.

This Compensation and Human Resources Committee Charter, as amended from time to time, was initially adopted by the Board of Directors of Aurizon Mines Ltd. on the 10th day of August, 2011.

By order of the Board of Directors
AURIZON MINES LTD.