



APEX MINING CO., INC.

RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

I. Overview

The Board shall establish a Related Party Transaction (RPT) Committee, which shall assist the Board in reviewing all material related party transactions of the Company.

II. Composition

The Committee shall be composed of at least three (3) directors majority of whom shall be non-executive directors.

III. Duties and Responsibilities

The following are the functions of the RPT Committee, among others:

- a. Oversee on an-going basis the existing relationship counterparties between and among businesses to properly identify, evaluate and monitor all RPTs including subsequent changes in the relationships;
- b. Report to the Board and, if required, regulatory agency on related parties, related party transactions and changes in the relationships;
- c. Oversee the Corporation's implementation on identifying, monitoring, measuring, controlling and reporting RPTs including periodic review of its RPT policies and procedures.
- d. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee takes into account, among others, the following:
 1. The related party's relationship to the company and interest in the transaction;
 2. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 3. The benefits to the corporation of the proposed RPT;
 4. The availability of other sources of comparable products or services; and
 5. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar

circumstances. The company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;

- e. Disclose to the regulating authorities, if required, relating to the company's RPT exposures and conflicts or potential conflicts of interest including the management approach in addressing such material conflict of interest.
- f. Reports to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
- g. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process.

IV. Committee Meeting

The RPT Committee shall meet at least once a year, and/or when necessary.

All RPT Committee members are expected to attend each meeting in person or via teleconference or videoconference. The presence of the Chairman and another member of the committee shall constitute a quorum. The RPT Committee may invite members of management or others to attend meetings and provide pertinent information as necessary.

A notice of each meeting of the committee, confirming the venue, time and date, will be prepared and sent (via email or other electronic means) to all members of the RPT Committee, as well as members of the management, or others invited by the committee, at least two (2) weeks prior to the scheduled meeting.

Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.

Minutes of meetings will be prepared, reviewed and approved by the members of the RPT Committee. Records of attendance will be included in the minutes.

The Chairman shall designate a person who keeps all minutes of the meetings and make these available for inspection by any member of the RPT Committee or the Board of Directors, as when requested.