

Claude Resources Inc.

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Charter of the Human Resources and Compensation Committee

I. Purpose

The primary purpose of the Human Resources and Compensation Committee is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to:

- the selection and retention of executive management;
- the compensation of executive management;
- executive management succession and development;
- human resources policies; and
- any additional matters delegated to the Human Resources and Compensation Committee by the Board.

II. Structure and Operations

Composition and Qualifications

The Human Resources and Compensation Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be independent in accordance with applicable legal and regulatory requirements.

Appointment and Removal

The members of the Human Resource & Compensation Committee shall be designated by the Board at least annually and shall serve until such member's successor is duly appointed or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

The Chair, as designated by the Board, will chair all regular sessions of the Human Resources & Compensation Committee and set the agendas for Committee meetings.

III. Meetings

The Human Resources and Compensation Committee will meet at least twice annually and as many additional times as the Human Resources and Compensation Committee deems necessary to carry out its duties effectively.

A meeting of the Committee may be convened by the Chair of the Committee or a quorum of the Committee members. The Corporate Secretary shall, upon direction of

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either of the foregoing, arrange a meeting of the Committee. The Committee shall report to the Board in a timely manner with respect to each of its meetings. A majority of the members of the Committee shall constitute a quorum.

Any director of the Corporation who is not a member of the Human Resources & Compensation Committee may, with the consent of the Chair, attend meetings of the Committee; provided, however, that any director who is not a member of the Committee may not vote on any matter set forth before the Committee. The Committee also may invite to its meetings any member of Management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

IV. Responsibilities and Duties

To carry out its oversight responsibilities, the Human Resources and Compensation Committee, unless pre-empted by the Board, will:

1.
 - make recommendations to the Board with respect to the Corporation's organizational structure and consider policies and principles for the selection and retention of executive management;
 - in consultation with Management, make recommendations to the Board with respect to the Corporation's general compensation philosophy, and the development and implementation of compensation programs;
 - make recommendations to the Board with respect to compensation policy and programs and actual compensation to be paid to executive officers and directors;
 - make recommendations to the Board with respect to corporate goals and objectives relevant to the compensation of the Chief Executive Officer, the performance of the Chief Executive Officer in light of those goals and objectives, and the Chief Executive Officer's compensation based upon this evaluation;
 - In consultation with the President and Chief Executive Officer, make recommendations to the Board with respect to executive officers and their compensation;
 - oversee the establishment of development programs designed to prepare senior personnel for future executive positions in the Corporation;
 - In consultation with the President and Chief Executive Officer, make recommendations to the Board with respect to succession planning for the Chief Executive Officer, other executive officers and all other vice-presidents of the Corporation;
 - annually review and recommend to the Board of Directors a compensation package for the Directors of the Corporation. Directors who are employees of the Corporation shall not be compensated for their services as Directors. The

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- Committee shall review annually any stock ownership guidelines applicable to Directors and shall recommend to the Board of Directors revisions to any such guidelines as appropriate;
- review and approve a report on executive compensation for inclusion in the Corporation's management proxy circular;
 - make recommendations to the Board with respect to significant human resources policies of the Corporation; and
 - in consultation with Management, oversee the process for regulatory compliance with respect to compensation and human resource matters, including the effect on the Corporation of changes relating to legislation pertaining to employees (other than occupational, health and safety legislation, which responsibility has been specifically delegated to the Safety, Health and Environmental Committee) such as labour standards, human rights and workers' compensation legislation;
 - perform other review functions relating to management compensation and human resources policies as the Committee deems appropriate.
2. The Committee has authority to retain, and approve the fees and other retention terms of compensation, legal, and other advisors, as it deems necessary for the fulfillment of its responsibilities. Without limiting the generality of the foregoing, the Committee shall have the ultimate authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for the CEO, executive management and Board and to approve the terms of any such engagement and the fees of any such consultant.

V. Reporting

The Human Resources and Compensation Committee will:

- regularly report to the Board on all significant matters it has addressed and with respect to such other matters that are within its responsibilities; and
- oversee the preparation of the "Compensation of Executive Officers" and "Report on Executive Compensation" (or similarly captioned) sections of the Corporation's management's proxy circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities; and
- maintain minutes and other records of meetings and activities of the Committee, as appropriate.

VI. Annual Performance Evaluation

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The Human Resources & Compensation Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of adherence by the Committee to this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.