

GITENNES EXPLORATION INC.

COMPENSATION COMMITTEE CHARTER

NAME

There shall be a committee of the Board of Directors (the “**Board**”) of Gitennes Exploration Inc. (the “**Corporation**”) known as the Compensation Committee (the “**Committee**”).

GENERAL PURPOSE

The Committee has been established to assist the Board in (i) discharging its responsibilities regarding compensation and evaluation of the Corporation's executives and the members of the Board; (ii) setting objectives for the President and (iii) evaluating the President's performance for purposes of determining his compensation.

COMPOSITION

The Committee membership shall be comprised of as many members as the Board shall determine, but in any event not fewer than two members. The Committee's composition shall meet all independence, legal and regulatory requirements. The Board shall designate the Chair of the Committee and in so doing shall consider the recommendation of the Committee. Each member shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy at any time.

COMMITTEE MEETINGS

The Chairman of the Committee, following consultation with Committee members, shall determine the schedule and frequency of the Committee meetings provided that the Committee shall meet a minimum of twice a year including once prior to the Board meeting to approve the Corporation's Report on Executive Compensation contained in the management information circular for the Corporation's Annual Meeting. Additional meetings will be scheduled as required in response to specific circumstances. The Chairman of the Committee shall develop and set the Committee's agenda in consultation with members of the Committee, the Board and management. To the extent possible, a schedule for each of the meetings will be disseminated to Committee members as early in each year as practicable. A detailed agenda for each meeting will be disseminated to Committee members as far in advance of each meeting as is practicable.

RESPONSIBILITIES

The Committee is mandated to carry out the following responsibilities:

A. Directors' Compensation

The Committee shall consider the form and amount of directors' compensation. The Committee shall periodically review such compensation, taking into consideration such factors as time commitment, compensation at comparable public corporations, and responsibilities, to ensure such compensation is reasonable, competitive, aligns the interests of directors with those of shareholders and is consistent with the time commitment, risks and responsibilities involved in being an effective director.

B. Executive Compensation

The Committee shall:

1. Review and, where appropriate, recommend to the Board:
 - (a) The Corporation's overall executive compensation strategy in conjunction with the President, including competitive industry positioning, weighting of compensation elements and relationship of compensation to performance.
 - (b) At least annually, the President's recommendation for all corporate compensation and benefit plans including proposed salary ranges, bonuses, stock options, and any other forms of compensation.
 - (c) Annually the President's recommendation for salaries, budgets, organization and manpower plans, and succession planning.
 - (d) Annually, performance appraisals and overall compensation as recommended by the President for senior officers.
 - (e) After consultation with the President, appointment of new officers.
 - (f) Annually, the compensation of the President.
 - (g) Employment and pay equity issues.
 - (h) Any amendments to the Corporation's stock option plan.
 - (i) Any proposed new plan involving compensation and benefits.
 - (j) The terms of any employment contracts or change of control agreements with senior management, including termination benefits.
 - (k) The making of a loan to any director, officer or employee for any reason whatsoever.
 - (l) The granting of stock options pursuant to the Corporation's Stock Option Plan.
2. The Committee shall prepare such reports as are necessary or required for disclosure to shareholders with respect to the Corporation's compensation policies and practices and, in particular, in regard to the President's compensation the factors used as the basis for compensation, their relative weighting and their relation to the competitive marketplace and to corporate performance.

C. Report to Board

The Committee shall report periodically, but not less than once annually, to the Board and shall submit to the Board the minutes of its meetings.

D. Other

Perform any other activities consistent with this Charter, the Corporation's by-laws or as delegated by the Board from time to time.

RESOURCES

The Committee shall have the sole authority to retain (or terminate) consultants to assist the Committee in the evaluation of directors, the President or executive compensation. The Committee shall be provided with the necessary funding to compensate any advisors retained by the Committee. The Committee shall have full access to the Corporation's books, records, facilities and personnel.

REVIEW OF CHARTER

The charter of the Committee will be reviewed by the Board at least once per year and modified if necessary.

DELEGATION OF AUTHORITY

The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

LIMITATION ON THE OVERSIGHT ROLE OF THE COMMITTEE

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board of Directors are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such persons or organizations.

APPROVED by the Board on the 27th day of April, 2006.