

**TECK RESOURCES LIMITED
COMPENSATION & TALENT COMMITTEE CHARTER**

1. Purpose

The Compensation & Talent Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Teck Resources Limited (“Teck”) to assist the Board with its responsibility to oversee executive compensation and talent management, by evaluating and making recommendations to the Board regarding: (i) policies for determining the compensation of Teck’s Chief Executive Officer (“CEO”), Senior Vice Presidents, and those Vice Presidents reporting directly to the CEO (referred to herein as the “Senior Executives”); (ii) Teck’s annual and long term incentive compensation plans and other compensation policies and programs; and (iii) policies and procedures with respect to succession, recruitment, development, and retention of Teck’s Senior Executives.

2. Responsibilities

The Committee is responsible for:

- (a) evaluating and making recommendations to the Board with respect to the CEO’s annual objectives, the evaluation of the CEO’s performance relative to those objectives, and, based upon the evaluation of his or her performance, the CEO’s compensation including adjustment to base salary, the annual incentive award and long term incentive grants;
- (b) evaluating and making recommendations to the Board with respect to the recommendations of the CEO with respect to the annual objectives established for the Senior Executives (including the Named Executive Officers as defined in applicable securities laws) other than the CEO, the evaluation of their performance relative to these objectives and, based upon the evaluation of their performance, compensation, including adjustments to base salaries, the annual incentive awards and long term incentive grants;
- (c) evaluating and recommending to the Board benefits and other perquisites that may apply to the Senior Executives;
- (d) evaluating and recommending to the Board any agreements relating to the Senior Executives, including initial offers of employment and termination and change of control provisions in those agreements, to the extent that:
 - i. the non-financial terms of any such offer or change of control provision vary materially from those contained in a form of agreement previously approved by the Committee for senior executives of similar seniority; or
 - ii. the financial terms of any such offer vary materially from those in an agreement previously approved or ratified by the Committee pertaining to an incumbent in the same position, or to senior executives of comparable experience and responsibility generally;provided that the employment agreement of a CEO will require prior approval in any event;
- (e) administering the mandatory minimum shareholding requirements for the Senior Executives and directors relative to the requirements established by the Corporate Governance & Nominating Committee;



- (f) reviewing annually whether compensation policies and practices for Senior Executives:
 - i. adequately take into account associated risks in the area of compensation;
 - ii. are designed to be competitive in appropriately attracting, retaining, motivating, and rewarding Senior Executives relative to their duties and performance;
 - iii. are considered against appropriate market benchmarking data for similar roles and levels of responsibility;
 - iv. align the interests of the Senior Executives with the interests of Teck's shareholders;
- (g) evaluating and making recommendations to the Board with respect to the recommendations of the CEO regarding development of and succession planning for the Senior Executives and other officers, including:
 - i. reviewing talent management programs; and
 - ii. reviewing development of key senior talent to minimize organizational risk in a rapidly changing and volatile environment;
- (h) evaluating and recommending to the Board the compensation for Teck's non-executive directors, including retainers, grants of deferred share units or restricted share units under Teck's equity compensation plans, and any other perquisites or travel benefits that they may receive;
- (i) reviewing annually whether compensation policies and practices for Teck's non-executive directors:
 - i. adequately take into account associated risks in the area of compensation;
 - ii. are designed to be competitive in appropriately attracting, retaining, and motivating high caliber non-executive directors;
 - iii. are considered against appropriate market benchmarking data;
 - iv. align the interests of non-executive directors with the interests of Teck's shareholders;
- (j) evaluating and recommending to the Board the annual and long term incentive compensation plans and other Teck compensation policies and programs, and any performance vesting criteria required to be established under any such plan;
- (k) performing the functions assigned to it under Teck's equity compensation plans, including the 2001 Stock Option Plan, 2010 Stock Option Plan, the Deferred Share Unit Plan, Restricted Share Unit Plan, the Performance Share Unit Plan, and Performance Deferred Share Unit Plan, including evaluating and recommending to the Board the aggregate grant of stock options and share units to directors, Senior Executives, and employees;
- (l) reviewing annually a report on Teck's human resources policies and programs, including but not limited to diversity and inclusion initiatives and union-management relations at Teck's unionized operations and any collective agreement settlements at those operations;
- (m) reviewing annually and recommending to the Board management's proposals regarding overall employee compensation philosophy, policies, and practices, including the objectives of any compensation program or strategy or element thereof in relation to the alignment thereof with Teck's overall business and strategic plans;

- (n) reviewing Teck's material compensation plans, including executive compensation programs, annually to confirm that program design and payouts align with Teck's risk management principles and do not encourage inappropriate or excessive risk taking;
- (o) in the event of substantial restatement of Teck's financial statements where the error in the original results may have resulted in the overpayment of incentive compensation to one or more Teck officers who may have engaged in gross negligence, intentional misconduct or fraud, reviewing and investigating the payment of compensation to such officers, as appropriate, and making recommendations to the Board with respect to repayment of compensation as may be required under Teck's Compensation Reimbursement Policy;
- (p) evaluating and recommending to the Board the annual executive and director compensation disclosure required under applicable legislation prior to publication to ensure it reflects the decisions of the Board and the rationale for those decisions;
- (q) evaluating and recommending to the Board the appropriate peer group of companies on which to assess the appropriateness and competitiveness of Teck's compensation policies and plans;
- (r) reviewing the results of the annual "say on pay" advisory vote to determine whether there is a need to adjust compensation policies and practices or engage with shareholders on compensation related matters, and conducting such engagement in coordination with management and in accordance with Teck's Shareholder Engagement Policy, as appropriate; and
- (s) performing such other duties as may be assigned to the Committee by the Board from time to time or as may be required by applicable law or any regulatory authority.

3. Member Qualifications

The Committee shall consist of no fewer than three members. All of the members of the Committee shall be independent directors for the purposes of any applicable corporate, securities, or other legislation or any applicable rule, regulation, instrument, policy, guideline, or interpretation under such legislation. The members will have an understanding of the issues related to compensation policy, plan designs, best practices, and emerging compensation trends relative to the industry.

4. Member Appointment and Removal

The members of the Committee shall be appointed by the Board annually at the time of each annual meeting of shareholders and shall hold office until the next annual meeting, or until they are removed by the Board or until they cease to be directors of Teck.

5. Quorum

A quorum for the Committee shall be a majority of the members.

6. Structure and Operations

The Board shall appoint a Chair of the Committee who, in consultation with the Committee members, shall determine the schedule and frequency of Committee meetings, provided that the Committee shall meet at least twice per year. The Committee may invite any person to attend

meetings to assist in the discussion of the matters under consideration by the Committee. Decisions at meetings of the Committee will be made by simple majority vote and the Chair shall not have a casting vote. The Committee may also take action evidenced by a written consent resolution signed by all members of the Committee, which resolution may be signed in counterparts.

7. Manner of Reporting to the Board

The Committee shall fix its own procedures, keep records of its proceedings, and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board). The Board shall be promptly advised of any decisions taken by the Committee, and minutes of any Committee meeting will be provided to the Board.

8. Engagement of Outside Advisors

The Committee, when it considers necessary or advisable, may retain, at Teck's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultant or advisor, including sole authority to approve the fees and other terms of the engagement.

9. Review of the Charter

The Committee shall annually assess the adequacy of this Charter and recommend any changes to the Board for approval, taking into account any applicable legislative and regulatory requirements and best practice guidelines.

10. Annual Review and Assessment

The Committee's performance, including its compliance with this Charter, shall be evaluated annually in accordance with a process approved by the Board and the results of that evaluation shall be reported to the Committee and to the Board.