



ZOOMERMEDIA

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ZOOMERMEDIA LIMITED COMPENSATION COMMITTEE CHARTER

COMPENSATION COMMITTEE

The Compensation Committee (hereinafter referred to as the "Committee") shall assist the Board of Directors in its oversight role with respect to (i) the Company's global human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Company, with special focus on management succession, development and compensation.

STRUCTURE AND OPERATIONS

The Committee shall be composed of not less than three directors. Each member of the Committee shall be independent in accordance with National Policy 58-201 - Corporate Governance Guidelines.

Members of the Committee shall be appointed or reappointed at the annual meeting of the Company. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Company a Chairman among their number. The Chairman shall not be a former Officer of the Company. Such Chairman shall serve as a liaison between members and Senior Management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members provided that:

- a) a quorum for meetings shall be at least **two** members;
- b) the Committee shall meet regularly but not less than once a year;
- c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee in a timely manner, but not less than 7 business days prior to the meeting; and
- d) a resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Committee is valid as if it had been passed at a meeting of the Committee.

SPECIFIC DUTIES

The Committee responsibilities shall include reviewing succession and leadership plans and making appropriate recommendations to the Board of Directors at least annually regarding the appointment, succession and remuneration of the Company's senior officers (excluding the President and Chief Executive Officer, whose performance, goals and objectives, compensation and succession shall be established and evaluated by the Corporate Governance and Nominating Committee.) The Committee shall review as necessary any recommendations of officer appointments or terminations. The Committee shall also review at least annually the assessment of the performance of senior officers (excluding the President and Chief Executive Officer.)



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The Committee shall:

- a) review and make recommendations to the Board of Directors at least annually regarding the Company's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans and grants and benefit plans;
- b) review and approve at least annually all compensation arrangements with the senior executives of the Company other than the President and Chief Executive Officer; and
- c) review the executive compensation sections disclosed in the Proxy Circular distributed to the shareholders, including the Report on Executive Compensation, the Statement of Officers Compensation, Employment Agreements, Stock Option Plans, and Options granted during the most recently completed financial year.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

ADOPTION

This Charter was reaffirmed by the Board on November 27, 2019.