



ZOOMERMEDIA LIMITED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

A Committee of the Directors to be known as the "Nominating and Corporate Governance Committee" (hereinafter referred to as the "Committee") shall be formed. The Committee shall be composed of not less than three directors. Two of the three members of the Committee shall be independent.

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 twice 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;
- 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

In respect of its Nominating duties the Committee shall:

- A. recommend suitable candidates for nominees for election or appointment as Directors and specify which of the following criteria governing the overall composition of the Board and governing the desirable individual characteristics for Directors, form the basis of each recommendation:
 - a) Selection Criteria
 - Personal qualities and characteristics, accomplishments and reputation in the business community;
 - Current knowledge and contacts in the countries and/or communities in which the Company does business and in the Company's industry sectors or other industries relevant to the Company's business; and
 - Ability and willingness to commit adequate time to Board and Committee matters, and be responsive to the needs of the Company;



- b) maintain an overview of the entire membership of the Board ensuring that qualifications required under any applicable laws are maintained and, in particular, the rules in relation to affiliated and non-affiliated Directors and advise the Chairman on the disposition of a tender of resignation which a Director is expected to offer:
- when such Director does not meet the eligibility rules under the conflict of interest guidelines;
 - when the credentials underlying the appointment of such Director change;
- c) review annually the credentials of nominees for re-election to be named in the Management's Proxy materials for re-election considering:
- an evaluation of the effectiveness of the Board and the performance of each Director;
 - the continuing validity of the credentials underlying the appointment of each Director;
 - continuing compliance with the eligibility rules under the conflict of interest guidelines;
- d) whenever considered appropriate, direct the Chairman to advise each candidate prior to the appointment of the credentials underlying the recommendation of the candidate's appointment;
- e) recommend to the Board at the annual meeting of the Directors, the allocation of Board members to each of the Board Committees. Where a vacancy occurs at any time in the membership of any Board Committee, recommend to the Board a member to fill such vacancy;
- f) have sole authority to retain and terminate any search firm to be used to identify director candidates or any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;
- g) annually assess the performance of the Board, its Committees and Board members and make recommendations to the Board; and
- h) review the succession plan and recommend the appointment of the President and Chief Executive Officer to the Board of Directors. The Committee shall review and approve at least annually the corporate goals and objectives relevant to the compensation of the President and Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board of Directors and set the President and Chief Executive Officer's compensation level based on this evaluation. The Committee shall also review and approve at least annually all other compensation arrangements with the President and Chief Executive Officer.

In respect of its Governance duties the Committee shall monitor on a continuing basis and, whenever considered appropriate, make recommendations to the Board concerning the corporate governance of the Company, including:



- A. review at least annually the corporate governance practices and recommend appropriate policies, practices and procedures;
- B. review at least annually the adequacy and effectiveness of the Board of Directors' governance policies and make appropriate recommendations for their improvement;
- C. review the corporate governance sections of the Proxy Circular distributed to shareholders, including the Statement of Corporate Governance practices;
- D. assess shareholder proposals as necessary for inclusion in the Proxy Circular, and make appropriate recommendations to the Board of Directors;
- E. ensure that all matters which require Board of Director approval are presented to the Board with a complete and factual analysis by the President/CEO on a timely basis which allows complete analysis by the Board and the resultant decision of the Board is fully communicated to the CEO/President, all prior to the enactment or execution of the underlying actions by the President/CEO or other members of senior management;
- F. determine if all decisions of the Board, communicated to the President/CEO, are executed on a timely basis by senior management. If not, ensure that the Board is informed in writing on a timely basis;
- G. report on a timely basis to the Board events which fall into the following categories and have not otherwise been disclosed to the Board:
 - a) any act by an employee involving theft, fraud or malfeasance of any kind versus the Corporation or its operating subsidiaries;
 - b) any material breach of financial and/or operational internal control policies;
 - c) all health and safety incidents involving either employees or customers and any material deficiencies from standards and procedures; and
 - d) all material negative variances from budgeted pre-tax profit goals on a quarterly basis.

In respect of sound internal control, the following are matters requiring approval of the Board of Directors before they are acted upon by Management:

- A. issue of financial statements to shareholders/public;
- B. issue of annual strategic plan and action plan to management and other internal/external issues;
- C. issue of forward looking information;
- D. issue of press releases;
- E. definition of duties of officers of the Corporation, any changes in the officers and compensation of the officers;
- F. incorporation of a new subsidiary;



- G. lending money and resources to a subsidiary other than in the normal course of business or unrelated person/corporation;
- H. joint ventures with a third party(s) entered into by the Corporation and or any subsidiaries;
- I. acquisition/divestiture by the Corporation or any subsidiaries of assets or another corporation;
- J. expenditures of \$250,000 or more not specifically approved in the annual budget and/or strategic plan;
- K. any related party transaction;
- L. approval of the annual strategic plan, budget, business plan and action plans;
- M. approval of any changes to the annual strategic plan, budget, business plan and action plan;
- N. issue/redemption of treasury shares other than the exercise of options pursuant to the share option plan;
- O. incurrence/non-scheduled repayment of debt capital including leases;
- P. issuance of documents such as private placement memoranda, rights offering, circular, prospectus etc. to be issued pursuant to raising share or debt capital;
- Q. the initiation of a lawsuit or a defense as to the issues, probable result, cost and legal representation;

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.



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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.