

ADCORE INC.
COMPENSATION COMMITTEE CHARTER
(THE “CHARTER”)

I. GENERAL

1. Purpose of the Committee

The purpose of the Compensation Committee (the “**Committee**”) is to assist the board of directors (the “**Board**”) of Adcore Inc. (the “**Company**”) in overseeing compensation and succession planning matters, including the Board’s responsibilities of:

- (a) appointing, compensating and evaluating and planning for the succession of officers and other senior management personnel of the Company;
- (b) the administration of the Company’s compensation matters, including approving the Company’s annual compensation budget;
- (c) the amount and form of compensation of the Board;
- (d) the salary, bonus and other benefits, direct or indirect, and any change of control packages of the Chief Executive Officer (the “**CEO**”) of the Company and other members of the senior management team; and
- (e) the performance of additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to retain any external advisor or consulting firm at the expense of the Company and has the authority to determine any such advisor’s or consultant’s fees and the other terms of engagement. Any compensation consultant engaged by the Committee shall be independent of management of the Company.

II. PROCEDURAL MATTERS

1. Composition

The Committee will be composed of a minimum of 3 members.

2. Member Qualifications

- (a) Every Committee member must be a director of the Company;
- (b) Every Committee member must be “independent” as that term is defined in applicable securities legislation.; and

- (c) All members of the Committee will meet all requirements and guidelines for compensation committee service as specified in applicable securities and corporate laws and the rules of the Toronto Stock Exchange.

3. Member Appointment and Removal

Members of the Committee will be appointed by the Board for such term as the Board deems appropriate and will hold office for such time or until they are removed by the Board or cease to be directors of the Company.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee, and will be filled by the Board if the membership of the Committee falls below 3 directors.

4. Committee Structure and Operations

- (a) **Chair**

Each year, the Board will appoint one member of the Committee to act as the chairperson of the Committee (the “**Chair**”). The Chair may be removed at any time at the discretion of the Board. If the Chair is absent from any meeting, the Committee will select one of its other members to preside at that meeting.

- (b) **Meetings**

The Chair will be responsible for developing and setting the agenda of the Committee meetings, and in consultation with management, determining the schedule and frequency of such Committee meetings. The Committee shall meet at least once annually and as many additional times as the Committee deems necessary to carry out its duties.

- (c) **Notice**

Notice of the time and place of every meeting will be given, in writing, verbally or by means of telephonic or other electronic communication to each member of the Committee, the chairman of the Board, the CEO and the Chief Financial Officer (the “**CFO**”) of the Company, at least 48 hours prior to the time fixed for such meeting. The notice period may be waived by a quorum of the Committee.

- (d) **Quorum**

A majority of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

- (e) **Attendees**

The Committee may invite such officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee to assist in the discussion and deliberation of matters being considered by the Committee, and to provide information as necessary.

(f) **Secretary**

The Committee will appoint a Secretary to the Committee who need not be a director or officer of the Company.

(g) **Records**

Minutes of meetings of the Committee will be recorded and maintained by the Secretary to the Committee and will be subsequently presented to the Committee for review and approval.

(h) **Liaison**

The CFO will act as management liaison with the Committee.

5. Committee and Charter Review

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or the Toronto Stock Exchange and will recommend changes to the Board thereon.

6. Reporting to the Board

The Committee will report to the Board in a timely manner on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities. This report may take the form of circulating copies of the minutes of each meeting held.

III. RESPONSIBILITIES

1. General

The Committee is responsible for:

- (a) the Company's overall compensation philosophy and changes to the Company's executive compensation policies, if any, including the development of new compensation plans for such persons;
- (b) addressing matters related to compensation of the CEO;
- (c) making recommendations to the Board with respect to non-CEO and director compensation, incentive-compensation plans and equity-based plans;
- (d) reviewing all public disclosure of information relating to the Company's executive compensation, including the disclosure included in the Company's management information circular, before the Company discloses this information; and

- (e) reviewing executive compensation disclosure before the Company publicly discloses this information.

2. CEO Compensation

With respect to compensation of the CEO, the Committee is responsible for:

- (a) reviewing and approving corporate goals and objectives relevant to CEO compensation;
- (b) evaluating the CEO's performance in light of those corporate goals and objectives; and
- (c) determining or making recommendations to the Board with respect to the CEO's compensation level based on this evaluation.

In making recommendations to the Board in respect of the setting of corporate goals and objectives relevant to CEO compensation, the Committee should consider risks and responsibilities during the relevant time period, both short-term, medium-term, and long-term compensation goals, including analysis of the short and long-term tax, accounting, cash flow and dilution implications of the compensation package. The Committee is also responsible for reviewing and making recommendations to the Board regarding the position description for the CEO.

3. Annual Review of CEO Compensation

The Committee will annually review and assess the competitiveness and appropriateness of the compensation package of the CEO. In conducting such review, the Committee will consider:

- (a) the compensation package of the CEO for the prior year;
- (b) the Committee's evaluation of the performance of the CEO;
- (c) the Company's performance and relative shareholder return, as well as other key measures of performance;
- (d) whether the compensation package reflects an appropriate balance between salary and incentive compensation, as well as the mix between short and longer-term incentives to improve performance of the Company;
- (e) the competitiveness of the compensation package, including the value of similar incentive awards and benefits such as pensions and supplementary executive retirement plans, paid to equivalent officers and positions at comparable companies;
- (f) the impact of the level and form of awards on the Company and its shareholders from a tax, accounting, cash flow and dilution perspective; and
- (g) the awards given to the CEO.

4. Compensation of Senior Officers

With respect to compensation of senior officers, the Committee is responsible for:

- (a) recommending the process and criteria to be used to evaluate the performance of senior officers;

- (b) reviewing and approving the performance evaluations of the Company's senior officers; and
- (c) approving the individual compensation packages provided to senior officers.

The Committee will oversee the evaluation of the Company's senior officers and will make recommendations to the Board with respect to the total compensation package for the Company's senior officers other than the CEO.

The Committee should consider all forms of remuneration when determining the level of compensation paid to senior officers, including long-term incentives and benefits. The Committee should also consider information regarding other companies, the nature of the Company's business, the need to obtain qualified individuals, short-term and long-term performance goals and actual performance and shareholder returns and evaluations and compensation in previous years.

5. Compensation of Directors

The Committee will, on an annual basis:

- (a) review the adequacy, amount and form of the compensation to be paid to each director;
- (b) consider whether that compensation realistically reflects the time commitment, responsibilities and risks of the directors; and
- (c) make recommendations to the Board based on this review and analysis.

Compensation of Directors performing similar roles shall be consistent, with compensation levels differing based on time commitment and responsibilities as determined by the Committee through its review and analysis. In making its recommendations, the Committee will also consider comparative data derived from a survey of board compensation at other companies.

The Committee also will make recommendations to the Board on minimum share ownership requirements for directors.

6. Incentive-Compensation Plans

- (a) With respect to incentive-compensation plans, the Committee is responsible for:
 - (i) making recommendations to the Board with respect to the adoption and amendment of executive incentive-compensation plans; and
 - (ii) approving all senior officer incentive bonus plans and all awards under such plans.
- (b) With respect to incentive-compensation plans, the Committee is responsible for:
 - (i) reviewing and approving all of the Company's long-term incentive plans, including changes to those plans;
 - (ii) reviewing and approving all payments made under the Company's short and long-term incentive plans; and

- (iii) reviewing and approving any senior officer change of control contracts, special benefits and any other senior officer financial arrangements or changes thereto.

7. Equity-Based Plans

With respect to equity-based plans, the Committee is responsible for periodically reviewing and making recommendations to the Board regarding equity-based compensation plans that the Company establishes for, or makes available to, its employees and/or consultants, including the designation of those who may participate in such plans, share and option availability under such plans and the administration of share purchases thereunder.

With respect to equity-based plans, the Committee is responsible for reviewing such plans and authorizing their use, and for determining the number of securities, and the terms thereof, that may be issued under any such plan during any particular period and for issuing or authorizing the issuance of such securities in accordance with the applicable plan.

In addition, the Committee will review periodically the extent to which these forms of compensation are meeting their intended objectives, and will make recommendations to the Board regarding modifications to more accurately relate such compensation to employee performance.

The Committee will conduct periodic reviews of the status of any equity-based plans, and submit recommendations for Board consideration and approval with respect to any proposed material amendments to, and any proposed grants (or changes to previous grants) under such plans.

8. Disclosure

With respect to disclosure, the Committee is responsible for:

- (a) obtaining advice on and tracking disclosure requirements related to executive compensation disclosure;
- (b) reviewing executive compensation disclosure information before the Company publicly discloses this information; and
- (c) in particular, reviewing the “Executive Compensation” and “Indebtedness” sections and preparing the “Report on Executive Compensation” section of the management information circular (or similarly captioned disclosure).