

FLUENT CORP.

GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Governance and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of FLUENT Corp. (the “Corporation”). The Committee will act on behalf of and subject to the direction of the Board in all matters pertaining to corporate governance issues, new director nominees, as well as the size and composition of the Board and Board committees. The Committee will also assist the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of directors and key senior management employees, including and in particular the Chief Executive Officer. The Committee will be guided by the following principles:

- a) establishing sound corporate governance practices that are in the interest of shareholders and contribute to effective and efficient decision-making;
- b) offering competitive compensation to attract, retain and motivate qualified executives to allow the Corporation to meet its goals; and
- c) acting in the interests of the Corporation and its shareholders by being fiscally responsible.

2. COMPOSITION AND MEETINGS

- a) The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission (“OSC”), the *Business Corporations Act* (Ontario), any stock exchange upon which the securities of the Corporation trade and all other applicable securities regulatory authorities.
- b) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.
- c) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. Unless a Chair is appointed by the full Board, the members of the Committee shall appoint from among themselves a member who shall serve as Chair.
- d) Each member of the Committee shall serve at the pleasure of the Board. The Committee shall report to the Board.
- e) The Committee shall meet at least annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.
- f) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum is not present, the quorum for the adjourned meeting shall consist of the members then present (a “Reduced Quorum”).

- g) If, and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office or a Reduced Quorum is present in respect of a specific Committee meeting. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other means of communication, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- h) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- i) The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
- j) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- k) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.
- l) The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it.
- m) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

3. RESPONSIBILITIES

The responsibilities of the Committee shall be:

- a) subject to any other active Board committee that is specifically mandated to review and approve Related Party Transactions (as defined below), to approve all transactions involving the Corporation and “related parties” as that term is defined in Multilateral Instrument 61-101 — Protection of Minority Securityholders in Special Transactions as it exists at the date hereof (collectively, “Related Party Transactions”);
- b) subject to any other active Board committee that is specifically mandated to monitor and report to the Board on Related Party Transactions, to monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;

- c) to implement structures from time to time to ensure that the directors can function independently of management;
- d) to implement a process for assessing the effectiveness of the Board as a whole, the committees of the directors and individual directors based upon: (i) for directors and committee members, the mandate of the Board and charters of the appropriate committees, respectively; and (ii) for individual directors, their respective position descriptions (if any) as well as the skills and competencies which directors are expected to bring to the Board;
- e) to consider on a regular basis and to recommend to the Board the number of directors of the Corporation, having in mind the competencies required on the Board as a whole;
- f) in consultation with the Board and the Chief Executive Officer, identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual meeting of shareholders;
- g) to implement, as well as periodically review, assess and update, the Disclosure, Confidentiality and Insider Trading Policy (the “Disclosure Policy”) of the Corporation, including: (i) the appointment and monitoring of the Disclosure Committee established thereunder; and (ii) periodically evaluating the effectiveness of the Corporation’s disclosure controls and procedures, including but not limited to, assessing the adequacy of the controls and procedures in place;
- h) having regard to competitive position and individual performance, annually review, approve and recommend to the Board for approval the remuneration of the senior executives of the Corporation, namely, any executives in the offices of Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Legal Officer, Executive Vice-Presidents, and any senior executives of the Corporation having comparable positions as may be specified by the Board (collectively, the “Senior Executives”), the remuneration of the Senior Executives other than the Chief Executive Officer shall be subject to review by the Committee in consultation with the Chief Executive Officer;
- i) to review the Chief Executive Officer’s goals and objectives for the upcoming year and to provide an appraisal of the Chief Executive Officer’s performance at the end of the year;
- j) to meet with the Chief Executive Officer to discuss goals and objectives of other Senior Executives, their compensation and performance;
- k) to review and recommend to the Board for approval any special employment contracts including employment offers, retiring allowance agreements or any agreement to take effect in the event of termination or change in control affecting any Senior Executives;
- l) to review and recommend to the Board for its approval the remuneration of directors and to develop and submit to the Board recommendations with regard to bonus entitlements, other employee benefits and bonus plans. The Committee shall seek to ensure that such compensation and benefits reflect the responsibilities and risks involved in being a director of the Corporation and align the interests of the directors with the best interests of the Corporation;
- m) to review on an annual basis the remuneration policies of the Corporation, including the total remuneration (including benefits) and the main components thereof for the directors and Senior Executives, and to compare such remuneration policies with the remuneration practices of peers in the same industry. The Committee may employ independent experts periodically, as determined necessary, to review remuneration policies for directors and Senior Executives;

- n) to review periodically bonus plans and any share-based compensation plans and consider these in light of new trends and practices of peers in the same industry;
- o) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Corporation in respect of meetings of the shareholders of the Corporation relating to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies and to review and finalize the report on executive compensation required in any management information circular of the Corporation;
- p) together with the Board, to provide an orientation and education program for new directors which sets out: (i) the role of the Board and its committees;(ii) the nature and operation of the business of the Corporation; and (iii) the contribution which individual directors are expected to make to the Board, specifically in terms of time commitments;
- q) together with the Board, to provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure their knowledge of the business of the Corporation remains current;
- r) to perform an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of individual directors;
- s) to oversee and administer all matters relating to any long-term incentive plan and any employee bonus plan to which the Committee has been delegated authority pursuant to the terms of such plans or any resolutions passed by the Board;
- t) to respond to requests by, and if appropriate, to authorize, individual directors to engage outside advisors at the expense of the Corporation;
- u) to recommend a candidate for the position of lead director from among the independent members of the Board in the event the Chair of the Board is not independent; and
- v) to adopt such policies and procedures as it deems appropriate to operate effectively.