



COMPENSATION AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Compensation and Governance Committee (the “**Committee**”) is a standing committee appointed by the Board of Directors (the “**Board**”) of Gamehost Inc. (“**Gamehost**” or the “**Corporation**”). The Committee is responsible for overseeing and assessing the functioning of the Board, and the committees of the Board and for the development, recommendation to the Board, implementation and assessment of effective governance principles.

The Committee’s responsibilities include oversight of director, officer and employee remuneration and compensation together with oversight of the evaluation of management of Gamehost. In addition, the Committee will review and/or approve any other matter specifically delegated to the Committee by the Board and such other governance initiatives as may be necessary or desirable to enable the Board to provide effective governance for Gamehost and contribute to the success of Gamehost.

COMPOSITION AND PROCEDURES

In addition to the procedures and powers set out in any resolutions of the Board, the Committee will have the following composition and procedures:

1. **Composition**

The Committee shall consist of no fewer than three members.

2. **Appointment and Replacement of Committee Members**

The members of the Committee shall be elected by the Board annually and each member of the Committee shall hold office as such until the next annual meeting of Shareholders of Gamehost after his or her election or until his or her successor shall be duly elected or qualified. At any meeting of the Committee a quorum of at least two committee members must be present for the Committee to exercise any of its powers. Any member of the Committee may be removed or replaced by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by election from its independent members. The Board shall fill any vacancy if the membership on the Committee is less than three directors. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

3. **Chair**

The Board shall appoint the Chair of the Committee or, if it does not do so, the members of the Committee may elect a Chair by a vote of a majority of the full Committee membership. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside by a majority of the members of the Committee present at such meeting.

4. Secretary

The Corporate Secretary of the Corporation or such other person as the Corporate Secretary of the Corporation shall designate from time to time, shall be the Secretary of the Committee and shall keep minutes of the meetings of the Committee.

5. Operation of Committee Meetings

The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation, as it considers necessary or advisable in order to perform its duties and responsibilities. The Committee has 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 such counsel and advisors, such engagement to be for the Corporation's sole account and expense.

Committee meetings may, by agreement of the Chair of the Committee, be held in person, by means of telephone or by a combination of any of the foregoing.

Meetings of the Committee shall be conducted as follows:

- (a) The Committee shall meet at least two times annually at such times and at such locations as the Chair of the Committee shall determine. Any two members of the Committee may also request a meeting of the Committee.
- (b) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other.
- (c) The Chair shall, in consultation with management, establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the Committee with sufficient time for study prior to the meeting.
- (d) Every question at a Committee meeting shall be decided by a majority of the votes cast.
- (e) The Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee. Directors and management, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Committee Chair or by a majority of the members of the Committee. The Committee may, by specific invitation, have other resource persons in attendance. The Chief Executive Officer of the Corporation is expected to be available to attend the Committee's meetings or portions thereof, as required.
- (f) The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.
- (g) Minutes of each Committee meeting should be succinct yet comprehensive in describing substantive issues discussed by the Committee. However, they should clearly identify those items of responsibilities scheduled by the Committee for the meeting that have been discharged by the Committee and those items of responsibilities that are outstanding.

Minutes of the Committee meeting shall be sent firstly to the Chair and next to all Committee members.

6. Notice of Meeting

Notice of the time and place of each meeting may be given orally, or in writing, or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

7. Professional Assistance

The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at Gamehost's expense including any search firm or any compensation consulting firm.

8. Review of Charter

The Committee will periodically review and reassess the adequacy of this Charter as it deems appropriate and recommend changes to the Board. The Committee will periodically evaluate its performance with reference to this Charter. The Committee will approve the form of disclosure of this Charter, where required by applicable securities laws or regulatory requirements, in the annual proxy circular or annual report of Gamehost.

9. Delegation

The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.

10. Reporting to the Board

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

SPECIFIC MANDATES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall, subject to and consistent with the corporate governance policies of the Corporation and any other applicable governance document:

1. Operations of the Board

- (a) assess the needs of the Board with respect to the conduct of the affairs of the Board, including:
 - (i) the size of the Board;
 - (ii) the frequency and location of the Board and committee meetings;

- (iii) procedures for establishing meeting agendas and the conduct of meetings; and
- (iv) the availability, relevance and timeliness of discussion papers, reports and other information required by the Board;
- (b) recommend at the first meeting of the Board following each annual meeting, the allocation of directors to each of the Board committees as is applicable and thereafter, where a vacancy occurs at any time in the membership of any Board committee, recommend a particular director to the Board as is applicable to fill such vacancy;
- (c) oversee continuing education for all directors in respect of the Board; and
- (d) oversee the relationship between Board on the one hand and officers of Gamehost on the other hand and, if appropriate, make recommendations with a view to ensuring that the Board is able to function independently of management.

2. Governance

- (a) review periodically Gamehost's approach to governance issues;
- (b) review periodically the mandate for the Board and the positions description for the Chair of the Board, the Lead Director, if applicable, the Chair of the committees and the Chief Executive Officer of Gamehost;
- (c) review periodically the charters of each committee of the Board and, where appropriate, make recommendations thereon including changes in the role, size, composition and structure of the committees;
- (d) conduct periodic surveys of the directors with respect to their views on the effectiveness of the Board, the Lead Director, if applicable, the Chair of the Board, all committees and individual directors;
- (e) evaluate periodically the performance of the Chair of the Board, the Lead Director, if applicable, the Chair of each committee and the performance and contribution of individual directors, having regard to the foregoing as well as attendance at Board and Board committee meetings and overall contribution;
- (f) recommend policies regarding succession in the event of an emergency or the retirement of the Chair of the Board, the Lead Director, if applicable, the CEO and/or the CFO of Gamehost;
- (g) assess the effectiveness and review the performance of the Board as a whole and each committee of the Board, including this Committee and the Chairman of the Board, the Lead Director, if applicable, the CEO and the CFO of Gamehost;
- (h) review director qualification criteria including the number of boards on which directors may sit, director tenure, retirement and succession; and

- (i) review the procedure to enable an individual or director to engage an outside advisor at the expense of Gamehost.

3. Board Composition and Nominations

- (a) review periodically the competencies, skills and personal qualities required of directors in order to add value to Gamehost:
- (b) review the competencies, skills and personal qualities of each existing director, and the contributions made by each director to the effective operation of the Board and any significant change in the primary occupation of each director;
- (c) ensure candidates understand the demands and expectations of a director of Gamehost and the role of the Board and the committees; and
- (d) oversee an orientation program to familiarise new directors with the business and operations of Gamehost including the reporting structure, strategic plans, significant financial, accounting and risk issues and compliance policies, management and the external auditors.

4. Director Compensation and Protection

- (a) review periodically director compensation and recommend compensation terms that adequately reflect the responsibilities being assumed by the directors, the Chair of the Board, the Lead Director, if applicable, and committee chairs and members;
- (b) review periodically the directors and officers insurance policy applicable to Gamehost and make recommendations for its renewal or amendment or the replacement of the insurer; and
- (c) administer all policies of or agreements by Gamehost with respect to the indemnification by Gamehost of directors and officers.

5. Gamehost's Officers and Employee Compensation

- (a) review the CEO's evaluation of the performance of the executive officers¹ of Gamehost and CEO's recommendations with respect to the amount of compensation to be provided to such executive officers;
- (b) review, and approve all employment agreements for executive officers;
- (c) review, approve and oversee the administration of all equity compensation plans of Gamehost;

¹ Executive officers shall mean any officer of the Corporation who receives aggregate compensation of \$150,000 or more in any given year.

- (d) review, approve and oversee the administration of any long term incentive plans of Gamehost;
- (e) develop written position descriptions for the CEO and CFO consistent with the Corporate Governance Guidelines; and
- (f) annually establish performance objectives for the CEO and on an annual basis review the CEO's annual performance against the established performance objectives.