

kneat.com, inc.

NOMINATION AND COMPENSATION COMMITTEE CHARTER

The Nomination and Compensation Committee (the "**Committee**") of kneat.com, inc. (the "**Company**") is a committee of the Board of Directors (the "**Board**") and has principal responsibility to assist the Board with respect to compensation and director nomination and exercise the responsibilities and duties set out in this Mandate.

Section 1 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- a) The appointment, evaluation, and compensation of the CEO of the Company
- b) Maintaining talent management and succession planning processes relating to the CEO of the Company
- c) Developing the compensation structure for senior executives of the Company including salaries, retirement plans, annual and long-term incentive plans including plans involving share issuances and other share-based awards
- d) Identifying and evaluating individuals qualified to be nominated as members of the Board
- e) Assessing the compensation of directors of the Board
- f) Administering the Company's equity-based compensation plans

Section 2 Composition and Membership

The Committee shall be composed of three or more members of the Board.

The members of the Committee shall be appointed periodically by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

A majority of the members will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company's securities are listed, including National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. All members will have a working familiarity with corporate governance practices.

At the time of the appointment of the members of the Committee, the Board shall appoint a Chair of the Committee. The Chair shall be a member of the Nomination and Compensation Committee, preside over Committee meetings, coordinate the Committee's compliance with this Mandate, and provide reports of the Nomination and Compensation Committee to the Board.

The Committee may delegate any or all of its functions to any of its members or any subset thereof, or other persons, from time to time as it sees fit.

Section 3 Meetings

The Committee will meet at least once a year and more frequently as deemed appropriate by the Committee.

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum. Each member will have one vote and decisions of the Committee are made by an affirmative vote of the majority.

The procedures for calling, holding, conducting, and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the members in attendance may select one of their number to act as chair of the meeting.

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee may meet in camera without members of management in attendance for a portion of each meeting of the Committee and the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

Section 4 Duties and Responsibilities

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations.

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

a) Compensation of Directors and Senior Executives

- I. Annually review the performance objectives for the Chief Executive Officer and recommend any changes to the Board for consideration
- II. Annually review and evaluate the performance of the Chief Executive Officer in light of pre-established performance objectives and report its conclusions to the Board
- III. Annually review the compensation for the Chief Executive Officer and, in the Committee's discretion, recommend any changes to the Board for consideration
- IV. Annually review the Chief Executive Officer's recommendations for the senior executives' compensation and, in the Committee's discretion, recommend any changes to the Chief Executive Officer for consideration
- V. Ensure that the compensation policies and practices for the directors and the senior executives shall:
 - a) Reflect their respective duties and responsibilities
 - b) Be competitive in attracting, retaining, and motivating high quality and high performing directors and senior executives of the Company
 - c) Align the interests of the directors and the senior executives of the Company with shareholders and the Company as a whole
 - d) Be based on appropriate performance objectives
 - e) Not encourage the taking of inappropriate or excessive risks
- VI. In conjunction with the senior executives, administer the Company's equity incentive plans
- VII. Periodically review the compensation of directors and, in the Committee's discretion, recommend any changes to the Board for consideration

b) Nomination of Directors

- I. Periodically:
 - a) Review and assess the size, composition, and operation of the Board to ensure effective decision making
 - b) Review and assess the size, composition, and chairs of all the Committees of the Board
- II. Prior to nominating new directors:

- a) Consider what competencies and skills the Board should possess
 - b) Assess what competencies and skills each existing director possesses.
 - c) Consider the competencies and skills each new nominee will bring to the boardroom
 - d) Consider whether each new nominee can devote sufficient time and resources to his or her duties as a Board member
- III. Recommend to the Board the necessary and desirable competencies of directors
- IV. Identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual meeting of shareholders
- c) Orientation and Continuing Education of Directors
- I. Provide all new directors with comprehensive orientation to, among other things, fully understand the role of the Board and its Committees, the contribution individual directors are expected to make, and the nature and operation of the Company's business
 - II. Provide continuing education opportunities for all directors so that individual directors may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current
- d) Succession Planning
- I. Review the Company's succession plan for the Chief Executive Officer, including his/her appointment, training, and evaluation
- e) Other
- I. Engage and compensate outside professionals where the members believe it is necessary to carry out their duties and responsibilities
 - II. Direct and supervise the investigation into any matter brought to its attention within the scope of its duties

Section 5 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding the Company that is necessary to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by members.

Section 6 No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee functions. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Corporation's By-laws, it is not intended to establish any legally binding obligations.

Section 7 Mandate Review

The Committee shall review and update this Mandate periodically and present it to the Board for approval.