



**KEW MEDIA GROUP INC.
(the “Corporation”)**

***CHARTER OF THE COMPENSATION,
GOVERNANCE, AND NOMINATING COMMITTEE***

This Charter of the Compensation, Governance, and Nominating Committee (the “**Charter**”) was adopted by the board of directors of the Corporation on March 27, 2017.

1. Purpose

The Compensation, Governance, and Nominating Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of the Corporation. The members of the Committee and the chair of the Committee (the “**Chair**”) are appointed by the Board on an annual basis (or until their successors are duly appointed) and the Committee is charged with reviewing, overseeing and evaluating the compensation, governance and nominating responsibilities of the Board.

In addition, it is expected that the Committee will be responsible for: (i) assessing the effectiveness of the Board, each of its committees and individual members of the Board; (ii) overseeing the recruitment and selection of candidates as members of the Board; (iii) organizing the orientation of new members of the Board; (iv) considering and approving proposals by the Board to engage outside advisors on behalf of the Board as a whole or on behalf of the independent members of the Board; (v) reviewing and making recommendations to the Board concerning the size, composition and structure of the Board and its committees; (vi) overseeing management succession; (vii) administering any securities-based compensation or incentive plans of the Corporation; (viii) assessing the performance of the executives of the Corporation; (ix) reviewing and approving the compensation program and compensation paid by the Corporation, if any, to the executive officers of the Corporation; (x) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to members of the Board and executive officers of the Corporation; and (xi) reviewing and approving the compensation paid by the Corporation, if any, to advisors of the Board.

2. Composition

The Committee shall be comprised of a minimum of three members of the Board, all of whom will be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*. Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by election from among the Board.

If and whenever a vacancy will exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

3. Limitations on Committee's Duties

In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee will be obliged to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations and reports made by management of the Corporation, and (iv) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

4. Meetings

The Committee shall meet at least twice a year and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. The Committee shall keep minutes of each meeting of the Committee. A copy of the minutes shall be provided to each member of the Committee. The Committee shall meet separately, periodically, with management of the Corporation and may request any officer or employee of the Corporation or any of its direct or indirect subsidiaries or outside counsel or any other person to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Chief Executive Officer and other members of the senior management team may be present at meetings of the Committee to provide input on executive compensation other than his or her own. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

The Committee shall determine any desired agenda items.

5. Reports

The Committee shall:

- (a) Report to the Board on a regular basis and before any public disclosure by the Corporation on compensation, governance and nominating matters.
- (b) Prepare and approve any reports on executive compensation and corporate governance practices, prior to their public disclosure, as required by applicable legislation and regulation and/or pursuant to the Corporation's undertaking to provide necessary information to comply with its disclosure obligations.

- (c) Prepare a report on the Corporation's system of governance practices for inclusion in the annual report or other public disclosure documents of the Corporation, including a report disclosing the extent (if any) to which the Corporation does not comply with applicable governance guidelines or other relevant governance guidelines.
- (d) Periodically report to the Chair of the Board or the Lead Director of the Board with an assessment of the Board's performance.

6. Responsibilities

A. Compensation for Executive Officers

The Committee shall:

- (a) Make recommendations to the Board concerning the hiring, retention and termination of the Chief Executive Officer and other executive officers of the Corporation.
- (b) From time to time, as appropriate, review with the Chair of the Board, the Lead Director of the Board and the Chief Executive Officer of the Corporation the long-term goals and objectives of the Corporation in relation to compensation.
- (c) At least annually, review and make recommendations to the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers, and evaluate their performance in light of those goals and objectives.
- (d) At least annually, review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer and other executive officers, including incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements and change of control arrangements or provisions, and any special or supplemental benefits.
- (e) Recommend awards under any incentive compensation or equity-based plans of the Corporation.
- (f) From time to time, as appropriate, review key human resources policies and programs in place and under development related to manpower planning, management development, succession planning, career path planning and performance evaluation and their consistency with the strategy of the Corporation.
- (g) From time to time, as appropriate, review the Corporation's policies on salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommend changes to the Board if appropriate.
- (h) Review management's policies and practices for ensuring that the Corporation complies with legal prohibitions, disclosure and other requirements on making or

arranging for personal loans and amending or extending any such loans or arrangements.

B. Board Nomination

The Committee shall:

- (a) Review periodically the competencies, skills and personal qualities required of Board members, as a whole, in light of relevant factors, including:
 - (i) the objective of adding value to the Corporation in light of the opportunities and risks facing the Corporation and the Corporation's proposed strategies;
 - (ii) the need to ensure, to the greatest extent possible, that a majority of the Board is comprised of individuals who meet the independence requirements of the applicable regulatory, stock exchange and securities law requirements or other guidelines; and
 - (iii) the policies of the Board with respect to Board member tenure, retirement and succession and Board member commitments.
- (b) Oversee an appropriate orientation for new Board members in order to familiarize them with the Corporation and its business (including the Corporation's reporting and organizational structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors), the role of the Board and its committees and the contribution that an individual director is expected to make to the Board, its committees (as applicable) and the Corporation.
- (c) The Committee shall periodically recommend to the Board (and coordinate the development of) continuing education activities or programs for members of the Board and executive officers of the Corporation, from time to time as appropriate, that shall, among other things, assist members of the Board and executive officers to maintain or enhance their skills and abilities as Board members and executive officers, and assist Board members and executive officers in ensuring that their knowledge and understanding of the Corporation and its business remains current.
- (d) Seek individuals qualified (in context of the needs of the Corporation and any formal criteria established by the Board) to become members of the Board for recommendation to the Board. Recommendations concerning director nominations are to be, foremost, based on merit, performance and experience. When new directors are considered for appointment to the Board, diversity is also to be taken into consideration, as it is beneficial that a diversity of backgrounds, views and experiences be present on the Board.
- (e) Consider the level of diversity on the Board through continuously monitoring the level of diversity on the Board and, where appropriate, recruiting qualified and diverse candidates as part of the Corporation's overall recruitment and selection

process to fill Board positions, as the need arises, through vacancies, growth or otherwise.

- (f) Review and recommend to the Board the membership and allocation of Board members to the various committees of the Board.
- (g) Periodic assessment of the Board's performance.
- (h) Regularly review and, if necessary, make recommendations to the Board with respect to the compensation of Board members, the Chair of the Board and the Lead Director of the Board, if any, and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming.

C. Governance and Compliance

The Committee shall:

- (a) Review from time to time the size of the Board and the number of Board members who are independent for the purpose of applicable regulatory, stock exchange and securities law requirements or guidelines and Corporation policies regarding Board member independence.
- (b) From time to time as appropriate, review the appropriateness of the governance practices of the Corporation (including separate meetings of non-management Board members) and recommend any proposed changes to the Board for approval.
- (c) Establish "black-out" periods immediately prior to and following the disclosure of quarterly and annual financial results and immediately prior to the disclosure of certain material changes, during which periods of the Corporation, its subsidiaries and their respective directors, officers and employees may not purchase or sell Class B shares in the capital of the Corporation (including shares into which the Class B shares may be exchanged).
- (d) Oversee the legal obligations of the Corporation, its subsidiaries and their respective directors, officers and employees with respect to confidential information.
- (e) From time to time, as appropriate, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
- (f) From time to time, as appropriate, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independent of management.

- (g) From time to time, as appropriate, identify spokespersons of the Corporation and its subsidiaries, who will be the only persons authorized to communicate with third parties such as analysts, media and investors.
- (h) Periodically review with the Board the succession plans relating to the position of the Chief Executive Officer and other senior positions and make recommendations to the Board with respect to the selections of individuals to occupy these positions.
- (i) Receive reports from management, review and monitor compliance with any compliance policies adopted by the Corporation (e.g., Insider Trading Policy).
- (j) Assist the Board in relation to related party transactions and other matters involving conflicts of interest, unless such matters fall within the mandate of the Audit Committee of the Corporation.
- (k) Attend to any matter as may pertain to the scope of corporate governance in respect of the Corporation.

7. Independent Advice

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, external advisors as the Committee determines to be necessary to permit it to carry out its duties.

8. Annual Evaluation

Periodically, the Committee shall, in a manner it determines to be appropriate:

- (a) Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.
- (b) Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.