

**CHARTER OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS
OF MEDIAGRIF INTERACTIVE TECHNOLOGIES INC.**

I. Purpose

The primary function of the Human Resources Committee (the “Human Resources Committee”) is to assist the Board of Directors (the “Board”) of Mediagrif Interactive Technologies Inc. (the “Corporation”) in reviewing and recommending the salary structure, the short-term and long-term incentive compensation programs, including the performance goals for eligibility to participate in such programs and the apportionment of compensation among salary and short-term and long-term incentive compensation of (i) the Chief Executive Officer, and (ii) in concert with the Corporation’s Chief Executive Officer, the Senior Officers, and (iii) the Board and Committee Members.

II. Composition and Quorum

To the extent possible or required by Law, the Human Resources Committee is composed of a minimum of three and a maximum of five members, each of whom qualifies as an unrelated and independent director, as determined by the Board.

The quorum at any meeting of the Human Resources Committee is a majority of its members.

The Board at the annual organizational meeting of the Board shall elect the members of the Human Resources Committee and the members shall serve until their successors are duly elected and qualified. The Board may designate Chair of the Human Resources Committee the or, if it does not do so, the members of the Human Resources Committee may elect a Chair by vote of a majority of the Human Resources Committee membership.

III. Responsibilities

The responsibilities of the Human Resources Committee include the following:

1. Review and recommend to the Board the annual compensation of the CEO and, if applicable, the terms of employment of the CEO.
2. Review and recommend to the Board the annual compensation and, if applicable, the terms of employment of all Senior Officers, after reviewing the recommendations of the CEO.
3. Review and recommend to the Board the appointment of the Chief Executive Officer of the Corporation.
4. Review and recommend to the Board the salary structure, the short-term and long-term incentive compensation programs, including the performance goals for eligibility to

participate in such programs and the apportionment of compensation among salary and short-term and long-term incentive compensation.

5. Make recommendations to the Board from time to time regarding the grant of stock options to eligible employees under the Corporation's stock option plan.
6. Annually review and report to the Board of Directors on organizational structure and review succession planning for the CEO, if necessary, and the CEO's direct reports and to review such report with senior management.
7. Recommend to the Board from time to time the remuneration to be paid by the Corporation to directors.
8. Recommend to the Board from time to time changes that the committee believes to be desirable with respect to the size of the Board or any committee thereof.
9. Recommend candidates for election as directors of the Corporation, taking into account their competencies, skills and personal qualities necessary to add value to the Corporation and the functioning of the Board and its committees.
10. Annually review and recommend to the Board changes to this charter as it is deemed appropriate from time to time.

IV. Method of operation

1. Meetings of the Human Resources Committee are held on a regular basis, and as required.
2. The Chair of the Human Resources Committee develops the agenda for each meeting of the Human Resources Committee in consultation with the Chief Executive Officer. The agenda and the appropriate material are provided to members of the Human Resources Committee on a timely basis prior to any meeting of the Human Resources Committee.
3. The Chair of the Human Resources Committee reports regularly to the Board on the business of the Human Resources Committee.
4. The Human Resources Committee may, in appropriate circumstances, engage external advisors, subject to advising the Chairman of the Board thereof.
5. The Human Resources Committee annually reviews its mandate and reports to the Board on its adequacy and publication requirements.

Adopted February 8, 2011 by resolution of the Board of Directors.