

**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. Determine, on behalf of the Board the annual compensation of the CEO and, if applicable, the terms of employment of the CEO.
2. Establish the annual compensation and, if applicable, the terms of employment of all Senior Officers, after reviewing the recommendations of the CEO.
3. Consider recommendations regarding the appointment of the Chief Executive Officer of the Corporation.
4. Review and approve 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. Determine and approve on behalf of the Board, on the basis of the annual global attribution authorized by the Board and in concert with the Chief Executive Officer of the Corporation, to whom options to purchase shares of the Corporation shall be offered as Compensation and if so, the terms of such options in accordance with the terms of the Corporation's Stock Option Plan; provided that no options shall be granted to members of this Human Resources Committee without the approval of the Board and that this duty may be fulfilled by the senior management of the Corporation.
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.

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.