

SCHEDULE B
GATEKEEPER SYSTEMS INC.
(the “Company”)

COMPENSATION AND BENEFITS COMMITTEE CHARTER

PURPOSE

The primary objective of the Compensation and Benefits Committee is to discharge the Board’s responsibilities relating to compensation and benefits of the Company’s executive officers and Directors of the Company, executive compensation and benefits disclosure and oversight of the compensation structure and benefit plans and programs of the Company. Among other things, the Committee will establish and administer the Company’s policies, programs and procedures for compensating and incentivizing its executive officers by recommendation to the Board of Directors for their final approval or correction.

MEMBERSHIP

- (a) The Committee will be comprised of at least two members. At least one Member will have experience in evaluating and determining compensation levels.
- (b) The Committee members will meet the independence requirements of the stock exchanges and markets on which the Company’s securities are listed or traded and applicable securities laws.
- (c) The Committee and the Chair will be appointed by the Board.
- (d) The Chair shall be an independent director.
- (e) The committee may form and delegate authority to subcommittees when appropriate.

MEETINGS

- (a) The Committee shall meet in person or by conference call as frequently as necessary to carry out its responsibilities under this Charter.
- (b) The Committee Chair shall be responsible for calling the meetings of the Committee, establishing the meeting agendas with input from the CEO when appropriate and supervising the conduct of the meetings.
- (c) A majority of the Members will constitute a quorum for conducting business at a meeting of the Committee.
- (d) The Committee may request any officer or other employee of the Company, or any representative of the Company’s legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

AUTHORITY RESPONSIBILITIES

1. Reporting

The Committee shall prepare any report relating to compensation required by the rules of the stock exchanges or markets on which the securities of the Company are listed or traded and under applicable securities laws and report regularly on its activities to the Board.

2. Establishment of executive compensation policies and programs

- (a) The Committee will review all compensation arrangements for the Chief Executive Officer ("CEO"), and other executive officers of the Company, including salaries, bonus, cash-incentive and equity-based incentive compensation, and make recommendations to the Board for their approval. In determining the long-term incentive component of CEO compensation, the Committee will also consider, among such other factors it deems relevant, the Company's performance, shareholder returns, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
- (b) Without limiting the foregoing, the Committee will review all proposed employment and retention agreements with any executive officer of the Company, as well as severance agreements that provide benefits in excess of those set forth in any severance and termination plans previously approved by the Committee or the Board.

3. Review and approval of executive officer compensation

- (a) The Committee will review and approve, as frequently as required, corporate goals and objectives relevant to the compensation of the CEO, and the other executive officers of the Company.
- (b) The Committee will evaluate the performance of the CEO, and other executive officers in the light of those corporate goals and objectives and set compensation levels based on those evaluations and any other factors as it deems appropriate.

4. Performance reviews

- (a) The Committee will complete an annual evaluation of the CEO's performance.
- (b) The performance evaluation will be delivered to the CEO by the Committee Chair.

5. Ratification of incentive compensation plans by the board

The Committee will submit to the Board for approval any of the following:

- (a) cash incentive compensation and equity based incentive plans of the Company;
- (b) all other equity-based plans of the Company that require the approval of shareholders or otherwise required by law; and
- (c) determine the recipients of, and the nature and size of share compensation awards and bonuses granted from time to time in compliance with applicable securities law, stock exchange and any other regulatory requirements.

6. Review director compensation

The Committee will review Director compensation levels and practices, and recommend, from

time to time, changes in such compensation levels and practices to the Board.

7. Loans to directors

The Committee will monitor compliance with any legal requirements relating to the granting of loans by the Company to Directors or senior management of the Company.

AUTHORITY AND RESOURCES

The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

- (a) The Committee has the authority to engage independent legal, accounting or other advisors or consultants.
- (b) The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants and to any other advisors employed by the Committee, provided however that such funding will not exceed \$50,000 annually without the prior approval of the Board.
- (c) The Committee will have the authority to engage and terminate compensation consultants to assist in the evaluation of Director or executive officer compensation and, subject to paragraph (b) above, the authority to approve the fees and other retention terms of such compensation consultants.
- (d) The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (e) The Committee will annually review its own performance.

Approved by Board: June 17, 2016