

MANDATE OF THE COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE

1. PURPOSE

The Compensation and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of D-BOX Technologies Inc. (the “**Corporation**”), consisting of a minimum of three independent directors representing the majority of the Committee, is responsible for reporting on certain aspects of the Corporation’s management, as delegated by the Board.

2. STRUCTURE AND OPERATIONS

The Committee members are appointed every year by the Board of Directors at the first Board meeting after the annual meeting of shareholders or at any other meeting if a vacancy arises. A member may be removed from office by the Board. Each year, the Board appoints as chair of the Committee one of the members of the Committee.

All Committee members shall act honestly and in good faith in the best interests of the Corporation and shall exercise the care, diligence and skills that a reasonably prudent person would exercise in comparable circumstances.

3. RESPONSIBILITIES

The Committee shall have the following specific responsibilities:

1. Oversee key principles and guidelines relating to corporate governance that are relevant to the Corporation, as regards: (i) the size and membership of the Board, (ii) orientation of new directors; (iii) continuous education of directors; (iv) compensation and the term of directors’ mandates; (v) evaluation from time to time of the performance of the Board of Directors, its committees and individual directors, and (vi) description of the role of each director, as well as the qualifications and skills that each director should bring to the Board of Directors;
2. Oversee that the Board of Directors and management respect practices and procedures that are designed to ensure compliance with all applicable laws and ethical standards, including the adoption of policies and corporate procedures and the adoption of a written code of business and ethical conduct that is applicable to directors, officers and employees of the Corporation and which is designed to promote and foster integrity and deter inappropriate action or wrongdoing;
3. Recommend candidates for election or appointment to the Board of Directors;
4. To the extent possible, satisfy itself as to the integrity of the senior management of the Corporation such that the senior officers create a culture of integrity throughout the Corporation.
5. Recommend, for approval, annual objectives for the Corporation and for the Chief Executive Officer, including an operating budget. Evaluate the Corporation’s performance and that of the Chief Executive Officer in relation to the objectives and budgets that were approved.

6. Develop job descriptions for the Chairman of the Board as well as a clear description of the Chief Executive Officer position, including a precise delineation of management's responsibilities.
7. Adopt processes for succession planning and for the periodic review of the succession plans of key members of senior management, including the Chief Executive Officer.
8. Prepare recommendations for the approval of the Corporation's named executive officers.
9. Recommend, for approval, the compensation paid to directors and all compensation matters addressed by any Delegation of Authority in place that are delegated to the Committee;
10. Recommend, for approval, any grant of options to employees, directors and consultants under the Corporation's Stock Option Plan;
11. Recommend, for approval, the execution of consulting mandates with related persons;
12. Any other matter delegated by the Board.
13. Report on each and every one of its meetings to the Board, on both an ad hoc and a regular basis.

4. GENERAL

In carrying out its duties and responsibilities, the Committee should exercise due diligence in the monitoring that it performs to avoid fraud or abuse. Consequently, the Committee may carry out reviews, studies and investigations, and may engage the services of legal, financial or other advisors, at the Corporation's expense and at whatever frequency and under whatever terms and conditions the Board deems appropriate.