

CONVERGE TECHNOLOGY SOLUTIONS CORP.

COMPENSATION, CORPORATE GOVERNANCE AND NOMINATING COMMITTEE **MANDATE** **(this “Mandate”)**

1. Purpose And Scope

The Compensation, Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Converge Technology Solutions Corp. (the “**Company**”) shall exercise the responsibilities and duties set forth below, including but not limited to, determining and making recommendations with respect to all forms of compensation to be granted to the President & Chief Executive Officer of the Company (“**CEO**”), and reviewing the CEO’s recommendations respecting compensation of the other senior executives of the Company. The Committee shall also oversee corporate governance of the Company. The Company believes that “Corporate Governance” means the process and structure used to oversee the management of the business affairs of the Company in the best interests of the Company. The process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board and senior management. The Committee is also charged with identifying, reviewing and nominating all proposed new members of the Board and making recommendations regarding membership renewal for Board members whose terms are expiring.

2. Membership

Number of Members

The Committee shall be composed of [**three or more**] members of the Board.

Independence of Members

If required under applicable securities law, each member of the Committee shall be independent, within the meaning of the provisions of National Policy 58-201 *Corporate Governance Guidelines*, subject to any exemptions or relief that may be granted from such requirements.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a chair (the “**Chair**”) is elected by the Board, the members of the Committee may designate the Chair by majority vote of the full Board membership or at such other times as deemed appropriate.

3. Meetings

Number of Meetings

The Committee shall meet as many times as required to carry out its duties and responsibilities. The Committee shall hold *in camera* meetings at each Committee meeting.

Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board by default, but the Committee shall have the power to otherwise regulate its procedure.

4. Duties and Responsibilities

To fulfil its responsibilities and duties the Committee shall, as further described in greater detail below:

- (a) review and approve corporate goals and objectives relevant to CEO compensation;
- (b) evaluate the CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level based on its evaluation;
- (c) prepare an annual report for inclusion in the Company's management information circular to shareholders respecting the process undertaken by the Committee in its review and preparing a recommendation in respect of CEO compensation;
- (d) review the recommendations of the CEO to the Committee respecting the appointment, compensation and other terms of employment of all senior management reporting directly to the CEO and all other officers appointed by the Board and, if advisable, approve and recommend for Board approval, with or without modifications, any such appointment, compensation and other terms of employment;
- (e) review and approve the compensation of the CEO and other officers of the Company appointed by the Board;
- (f) review and discuss with management and recommend to the Board the disclosure to be included under the caption "Executive Compensation" (or similar sections) for use in any annual reports, prospectuses, proxy circulars or information circulars;
- (g) review and approve the compensation policies, plans and programs for the Company's executive officers and other senior management, as well as its overall compensation plans and structure;

- (h) recommend to the Board the compensation for directors;
- (i) administer the Company's stock option plan and share compensation arrangements;
- (j) review and approve any public disclosures regarding governance matters as may be required by securities regulatory authorities;
- (k) report to the Board on human resources matters;
- (l) review transactions between the Company and its directors, officers, shareholders and other related parties for recommendation to Board;
- (m) evaluate the performance and effectiveness of the Board as a whole, the various committees of the Board and individual directors on a regular and ongoing basis;
- (n) consider nominations for directors and approve director nominations for recommendation to the Board;
- (o) review and recommend changes in the role, composition and structure of the Board and its various committees;
- (p) establish an orientation and education program for new directors and provide continuing education for existing directors; and
- (q) review and assess the adequacy of this Mandate as deemed advisable from time to time to ensure compliance with any rules or regulations promulgated by any regulatory body and recommend to the Board for its approval any modifications to this Mandate as considered.

Composition and Qualifications for the Board

The Committee shall develop and update a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Company, and report to the Board thereon at least annually.

The Committee shall undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors, the effectiveness of the Board, and recommend to the Board, if necessary, a reduction or increase in the size of the Board.

Annual Assessments

The Committee, in consultation with the Chair of the Board, shall endeavour to ensure that an appropriate system is in place to evaluate the effectiveness of the Board as a whole as well as the committees of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each director shall be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

Conflicts of Interest

The Committee shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Company's Code of Business Conduct and Ethics.

Annual Nominations

Based on the guidelines referred to in this Mandate, the Committee shall, in consultation with the Chairman of the Board and the CEO, annually or as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new director nominees for the next annual meeting of shareholders.

The Committee shall also, in consultation with the Chairman of the Board, annually or as required, recommend to the Board, the individual directors to serve on the various committees.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member. In addition, the Committee shall recommend procedures to ensure that the Board and the committees function independently of management.

The Committee may also recommend for Board approval the removal of a director from the Board or from a Board committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate.

Corporate Governance Overview

The Committee shall conduct a periodic review of the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness. The Committee shall review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee thereof.

The Committee shall review the disclosure in the Company's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding any other reports required or recommended on corporate governance.

The Committee shall propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance to the Board.

The Committee shall conduct a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to directors in a timely manner.

Functioning of Committee

The Committee shall have unrestricted access to Company personnel and documents and the resources necessary to carry out its responsibilities.

Education of Board Members

The Committee shall review, monitor and make recommendations regarding new director orientation and the ongoing development of existing directors.

The Committee shall recommend to the Board an appropriate annual process to evaluate the Board and each of the committees, and the responsibilities of each of the directors individually.

Responsibilities of Board Members and Committees

The Committee shall periodically review the Board of Directors Mandate and the mandates for each committee of the Board, together with the position descriptions of each of the Chairman of the Board, [the CEO] and committee chairs, and where necessary, recommend changes to the Board.

Review of Breaches of the Code of Business Conduct and Ethics

The Committee shall receive reports from the CEO regarding breaches of the Code of Business Conduct and Ethics, and shall in turn report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon.

5. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and by-laws, it is not intended to establish any legally binding obligations.