

Innovium Media Properties Corp.

Compensation Committee Charter

GENERAL

Innovium Media Properties Corp.'s ("Innovium" or the "Company") Board of Directors (the "Board") has established a Compensation Committee (the "Committee") to act on its behalf regarding: (a) appointing and compensating executive officers; (b) approving succession plans for executive officers; (c) approving and reporting to the Board respecting the Company's human resources policies for executive officers; (d) overseeing the administration of the Company's compensation and benefits plans; and (e) overseeing the Company's human resources policies, if any. At this time, the Board has determined that, given its size (six Directors and six employees), a formal human resource policy is not required for Innovium.

MEMBERS

The Board will in each year appoint a minimum of three (3) Directors as members of the Committee. All members of the Committee will be "independent" Directors in accordance with section 1.2 (1) of National Instrument 58-101 - *Disclosure of Corporate Governance Practices*. Members shall hold office until the next annual general meeting of shareholders or until they are removed by the Board or cease to be a Director of the Company.

The Chief Executive Officer ("CEO") of the Company and all other Directors who are not members of the Committee may be invited to attend all meetings of the Committee in an ex-officio capacity and will not vote. The CEO will not attend in-camera sessions.

CHAIRMAN

The Board will, following the annual general meeting of shareholders, appoint the Chairman of the Committee from among the members of the Committee. In the Chairman's absence, or if the position is vacant, the Committee may select another member as Chairman. The Chairman of the Committee shall be responsible for:

1. Developing and setting the agenda for Committee meetings;
2. Determining the time, place and frequency of Committee meetings; and
3. Reporting back to the Board.

DUTIES

As a generality, the Committee has the duty of oversight of all aspects of the Company's stance and actions with respect to its employees, and developing recommendations in this regard for the Board's approval.

The Committee will have the following duties:

1. Executive Officers

- Review and recommend to the Board the appointment of the CEO and the direct executive reports of the CEO, regardless of their base salary. Together

with the CEO, this group shall hereinafter be referred to as the "Executive Management Team" or EMT in this document;

- Review and approve the hiring of individuals with an annual direct and indirect compensation of \$100,000 or higher;
- Review, approve and report to the Board annually on Management's succession plans for members of EMT;
- Review and recommend to the Board for approval the general compensation philosophy and guidelines for EMT members. This includes incentive plan design and other remuneration;
- Approve and report to the Board on adjustments to compensation for each member of EMT including salary, incentives, benefits and other perquisites;
- Approve and report to the Board on any material changes to the perquisite plan for EMT members;
- Report on executive compensation as required in public disclosure documents;
- Prepare a position description for the CEO and the corporate goals and objectives that the CEO is responsible for meeting, that is linked to annual corporate goals and objectives;
- When required, review and propose potential candidates to the Board of Directors for appointment to the office of CEO;
- Annually, complete a performance evaluation of the CEO.

2. CEO Performance Review

Consider the reviews from the Audit Committee and Governance and Nominating Committee as part of an overall performance review and recommend to the Board the CEO's compensation, including salary, incentives, benefits and other perquisites.

3. Corporate Human Resources

Establish compensation and recruitment policies and practices for the Company's EMT and the other executive officers, including establishing levels of salary, incentives, benefits and other perquisites provided to executives of the Company.

4. Employee Stock Option Plan

The Employee Stock Option Plan (the "Plan") has been approved and established by the Board, and the Committee will have general responsibility for the administration, amendment (other than amendments which are material or which require regulatory or shareholders approval), and recommending of grants under the Plan, and, without limiting the foregoing, will have the following responsibilities with respect thereto:

- Report to the Board on all matters relating to the Plan;
- Interpret and administer the Plan as provided in the Plan;

- Recommend the grant of options to eligible persons;
- Recommend the exercise price, vesting terms, limitations, restrictions, and conditions upon option grants;
- Recommend the establishment, amendment and rescission of rules and regulations relating to the Plan;
- Make determinations deemed necessary or desirable for the administration of the Plan; and
- Correct any deficiency, inconsistency or omission in the Plan.

5. Executive Training and Development

The Committee will be accountable for ensuring the officers of Innovium participate in such training and development programs, as the Board deems necessary to ensure high standards of governance and performance for the Company.

6. Executive Performance Evaluation and Assessment

The Committee will manage the evaluation and assessment of the EMT in accordance with the objectives and ongoing plans of the business and the Board.

CHAIRMAN

Annually, the Board will appoint the Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

MEETINGS

The Committee will meet as required at the request of its Chair to consider matters referred to it by the Board. Notices calling meetings will be sent to all Committee members, to the CEO of the Company and to all other Directors.

QUORUM

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

REMOVAL AND VACANCY

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a Director. The Board will fill vacancies in the Committee by appointment from among the Directors of the Board in accordance with the "Members" section of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

EXPERTS AND ADVISORS

Any member may, subject to the prior approval of the Board, engage an outside advisor at the expense of the Company to provide advice with respect to issues within the mandate of the Committee. This will include consultants engaged to advise on compensation issues, and such consultants will report directly to the Committee.

SECRETARY AND MINUTES

The Committee will select a member to act as Committee Secretary. The minutes of the Committee will be in writing and duly entered into the books of the Company.

Adopted by the Innovium Board of Directors on December 20, 2006