



GOVERNANCE AND NOMINATING & COMPENSATION COMMITTEE CHARTER

3D Signatures Inc.

PURPOSE

The Governance and Nominating & Compensation Committee (the “Committee”) is responsible for performing the duties delegated to it by the Board of Directors (the “Board”) of 3D Signatures Inc. (the “Company”), to enable the Board to fulfill its oversight responsibilities, in relation to:

Compensation Matters

- a) Recommending approval to the Board of goals and objectives, and evaluating the performance against these goals and objectives, for the President and CEO (“CEO”) and senior management positions of the Company (senior management defined as VP level and above);
- b) Recommending approval to the Board of the compensation to be awarded to the CEO and senior management positions of the Company;
- c) Ensuring appropriate succession planning for the CEO and senior management positions; and
- d) Reviewing and approving the Company’s human resources philosophies, policies, compensation and benefit plans and programs as they relate to the Company’s strategy, and recommending approval of same to the Board, as necessary.

Governance and Nominating Committee Matters

- a) Maintaining and enhancing the Company's corporate governance practices;
- b) Identifying and recommending to the Board, selection criteria and qualified individuals in respect of the composition of the Board and its committees; and
- c) Assessing the performance of the Board, individual members of the Board, committees and the Chair of the Board.

MEMBERS

The Committee shall consist of at least three members of the Board, all of whom shall be “independent” directors within the meaning of *National Instrument 52-110 – Audit Committees*, free from any direct or indirect material relationship that may interfere with

the exercise of such director's independent judgment, as such requirements are interpreted by the Board in its business judgment.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to remove members of the Committee and to fill vacancies in the Committee, subject to the Committee continuing to satisfy the composition requirements mentioned above. The Board shall designate one member of the Committee as its Chairman or delegate authority to designate a Chairman to the Committee.

OUTSIDE ADVISORS AND CONSULTANTS

The Committee is authorized, when deemed necessary or desirable, to retain and oversee independent counsel, outside experts and other advisors to advise the Committee or its members independently on any matter and to compensate such advisors at the Company's expense. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any independent advisor retained by the Committee. Prior to engaging any independent advisor, the Committee shall consider all factors relevant to the independence of the advisor from management, including any factors set forth in applicable stock exchange, securities commission rules, other applicable legislations, the Company Conflict of Interest Policy and if a conflict of interest exists, determine how to address such conflict of interest.

DUTIES AND RESPONSIBILITIES - COMPENSATION

The duties and responsibilities of the Committee specific to compensation matters, on behalf of the Board, shall include the following:

1. To annually review and recommend to the Board, approval of the corporate goals and objectives relevant to Chief Executive Officer ("CEO") and senior management compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and making recommendations to the Board with respect to the CEO's compensation level based on this evaluation.
2. To annually review and approve corporate goals and objectives relevant to non-CEO senior management and director compensation, evaluating the performance in light of those corporate goals and objectives, and making recommendations to the Board with respect to compensation levels for non-CEO senior management and directors based on this evaluation. With respect to non-CEO senior management, the Committee will consider input from the CEO. The CEO shall not have input as to director's compensation.
3. To review compensation philosophy and major compensation programs, including, as appropriate in the discretion of the Committee, consideration of peer companies

and other data sources, and to administer particular programs for which the Committee is the designated administrator.

4. To receive reports from management pertaining to the administration and awards of the Company's incentive-compensation and equity-based compensation plans.
5. To make recommendations to the Board with respect to, and monitor compliance by the CEO and senior management with, the Company's stock ownership guidelines.
6. To review proposed compensation arrangements for any person serving as CEO or a senior manager, and review and recommend to the Board employment agreements and severance arrangements for such persons, including change-in-control provisions, plans or agreements.
7. To periodically review the design of and approve the Company's benefit plans (including retirement, medical and other employee benefit and perquisite plans).
8. To review and discuss with senior management the disclosure required relating to executive and director compensation required by: (i) *National Instrument 51-102 - Continuous Disclosure Obligations* ("N1 51-102"); (ii) *Form 51-102F6 – Statement of Executive Compensation OR Form 51-102F6V – Statement of Executive Compensation Venture Issuers*; and (iii) any other applicable rules of the stock exchanges, securities commissions, or any other applicable legislation of which the Company is obliged by law to adhere to, to be included in the Company's annual Information Circular or other public documentation.
9. To: (i) assist the Board in reviewing the results of any shareholder advisory votes, or responding to other shareholder communications, that relate to the compensation of senior management or directors of the Company; (ii) consider such results in the context of making decisions about the Company's compensation programs; and (iii) review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes.
10. To assist the Board in its oversight functions as to CEO and senior management succession planning practices and to ensure that appropriate processes are in place related to same.
11. To periodically assess the Company's risk relating to its compensation policies and practices and report its assessment to the Board.

DUTIES AND RESPONSIBILITIES – GOVERNANCE AND NOMINATING

The duties and responsibilities of the Committee specific to governance related matters, on behalf of the Board, shall include the following:

Corporate Governance

1. To recommend and report to the Board on corporate governance issues, principles and guidelines for review, discussion, approval or other action by the Board, including

annual review of the Board and Committee Charters and position descriptions of the Board Chair and Committee Chair.

2. To review the Company's governance disclosure as may be required by relevant regulatory authorities or stock exchanges, before such disclosure is submitted to the Board for approval.
3. To monitor best governance practices and annually review the Company's governance practices with a view to maintaining high standards of corporate governance.
4. To ensure that any issues of corporate governance identified by Board members are raised to management of the Company.
5. To review the Company's structures and procedures to ensure that the Board is able to and in fact is, functioning independently of management.
6. To approve acceptance of outside directorships by the CEO and senior executive on the boards' of entities that are not affiliates of the Company.

Boards and Committees

7. To review at least annually, the size, composition and profile of the members of the Board and identify and recommend to the Board, appropriate selection criteria for selecting new directors which relate to experience, integrity, competence, skills, knowledge, diversity and dedication.
8. Identify and recommend, to the Board, qualified individuals for election or appointment to the Board.
9. To consider and recommend candidates to act as Chair of the Board, for approval by the Board of Directors.
10. To recommend members for appointment to committees taking into account the needs of individual committees, committee and board succession planning and opportunities and risks facing the Company.
11. To review and recommend changes in the size, composition and charters of the committees of the Board.
12. To satisfy itself that there is a satisfactory orientation program for new directors and committee members.
13. To provide continuing education opportunities for all directors.
14. To review, from time to time, events or matters that could trigger the resignation or retirement of Board members such as, age, material changes in principal occupation, consistently poor attendance, poor performance and other relevant circumstances.

Operation of the Board

15. To monitor the quality of the relationship between management and the Board and recommend improvements as deemed necessary or desirable.
16. To provide oversight with respect to the processes adopted for the preparation and articulation of the Company's strategic plan.
17. To review any surveys completed by directors dealing with the operational effectiveness of the Board.

18. To assess the availability, relevance and timeliness of information required by the Board.

Assessment

19. To develop and recommend to the Board a process for assessing the performance and operation of the Board and its committees, the Chair of the Board and each committee as well as for individual Board members;
20. To review annually the performance and contribution of individual Board members, including an evaluation of the competencies and skills the Board as a whole should possess.
21. To oversee the implementation of assessment processes and report the results and findings of assessments to the Board.

Director Compensation and Shareholder Alignment

22. To conduct an annual review of directors' compensation for Board and committee service taking into account such criteria as time commitment, compensation provided by comparative companies, responsibilities, peer review, and recommend any change for Board approval.
23. To monitor compliance with the share ownership policy for directors.
24. To consider and recommend to the Board, share ownership targets for directors.
25. To oversee management's preparations for the Company's Annual General Meeting of Shareholders
26. To review periodically the risk responsibility matrix to be satisfied that (i) the Board and its committees maintain oversight of the Company's programs and policies and (ii) there is executive responsibility for implementation of appropriate strategies for the management and mitigation of the Company's key risks.

PROCEDURAL MATTERS

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

1. Meetings – The Committee shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder.
2. Quorum – A quorum at any meeting of the Committee shall be two Committee members.
3. Secretary – The Chairman, or any person appointed by the Chairman, shall act as secretary of meetings of the Committee.

4. Calling of Meetings – A meeting of the Committee may be called by the Chairman of the Committee, by the Chairman of the Board, or by any member of the Committee. When a meeting of the Committee is called by anyone other than the Chairman of the Board, the Chairman of the Committee shall so inform the Chairman of the Board forthwith.

Access to information

The Committee shall have access to any information, documents and records that are necessary in the performance of its duties and the discharge of its responsibilities under this Charter.

Review of Charter

The Committee shall not less than annually review this Charter and recommend any changes to the Board as it may deem appropriate.

Reporting

The Chairman of the Committee shall report to the Board, at meetings of the Board, and shall promptly inform the Chairman of the Board of any significant issues raised during the performance of the functions as set out herein, by any Committee member.

CEO Compensation

The CEO of the Company may not be present during the Committee's voting or deliberations on CEO compensation.

In Camera Sessions

The Committee shall periodically meet in camera alone, and meet separately with management, all as the Committee deems appropriate.