

THEScore, INC.
HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

A. Human Resources and Compensation Committee Purpose

1. The Human Resources and Compensation Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of theScore, Inc. (the "**Corporation**") whose primary function is to assist the Board in assessing the compensation and benefits of the Corporation and to make recommendations to the Board of Directors on, among other things, the compensation of senior management. In assessing compensation issues, the Committee reviews and examines in detail the performance of senior management.
2. For the purpose of this mandate, "compensation" includes:
 - (a) Changes in individual salaries and salary ranges, or the basis for establishing salary levels;
 - (b) Individual bonus payments and the basis for these payments, including performance against established objectives and targets; and
 - (c) Individual short and long-term incentive grants, including stock options and deferred compensation arrangements.

B. Committee Composition, Appointment and Procedures

3. Composition of Committee

The Committee shall be comprised of not less than three directors, all of whom must be independent directors in accordance with applicable regulatory and stock exchange requirements.

4. Appointment of Committee Members

Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board.

5. Vacancies

- (a) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board; and
- (b) The Board shall fill any vacancy if the membership of the Committee is less than three directors.

6. Committee Chairman

The Board shall appoint a Chairman for the Committee.

7. Absence of Committee Chairman

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

8. Secretary of Committee

The Committee shall appoint its own secretary who shall serve as the secretary of the Committee.

9. Meetings

- (a) The Chairman of the Committee or the Chairman of the Board or any two members of the Committee may call a meeting of the Committee;
- (b) The Committee shall meet at such times during each year as it deems appropriate;
- (c) The Committee will ordinarily meet in camera at the end of each of its formal meetings and may meet in camera at any other time as required; and
- (d) There shall be four senior management personnel available for meetings of the Committee at the invitation of the Chairman of the Committee. These four persons will be those holding the positions of Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and Corporate Secretary.

10. Quorum

A majority of the members of the Committee shall constitute a quorum.

11. Notice of Meetings

- (a) Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile or electronic communication) to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting; and
- (b) Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. Review of Charter

The Committee shall review its performance and this Charter annually or otherwise as it deems appropriate and propose recommended changes to the Board.

C. Responsibilities of the Committee

13. The Committee shall be responsible for the following:

- (a) Compensation philosophy of the organization, including a compensation strategy and compensation policies for executive officers, as proposed by the CEO;

- (b) Compensation for Executive Officers, annual adjustment to Executive Officer salaries, and the design and administration of short and long-term incentive plans, stock options, benefits and perquisites as proposed by the CEO;
 - (c) Employment and termination arrangements for Executive Officers;
 - (d) Adoption of new or significant modifications to pay and benefit plans;
 - (e) Significant changes to the Corporation's organizational structure relating to human resources function;
 - (f) The Committee's proposed executive compensation report to be contained in the Corporation's annual Management Proxy Circular;
 - (g) Management development programs for the Corporation;
 - (h) Any special employment contracts or arrangements with Executive Officers of the Corporation including any contracts relating to a change of control;
 - (i) Reviewing and adopting the Committee's proposed executive compensation report to be contained in the Corporation's annual proxy circular and other related financial disclosure;
 - (j) Compliance by the Corporation and its subsidiaries with all applicable employment and labour legislation; and
 - (k) The performance of the Committee and the effectiveness of the Committee's members.
14. The Committee may, at the request of the Board, investigate such other matters as the Board considers appropriate in the circumstances.

D. Resources, Meetings and Reports

15. The Committee shall have adequate resources to discharge its responsibilities. The Committee may, for and on behalf of the Corporation and at the Corporation's sole expense, engage such consultants as it considers in its sole discretion necessary to assist it in fulfilling its duties and responsibilities, including a search firm to assist it in identifying, selecting and evaluating any potential candidates for election or appointment to the Board.
16. The Committee shall meet not less than two times per year.
17. The Chairman of the Board shall be an ex officio member of the Committee if not otherwise appointed as a member of the Committee. The Committee may request the attendance of other officers at its meetings from time to time.
18. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.
19. The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.

20. The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.