

THEScore, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Nominating and Corporate Governance Committee Purpose

1. The Nominating and Corporate Governance Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of theScore, Inc. (the "**Corporation**") whose primary function is responsible for recommending annually the members of the Board proposed for election to the Board, recommending new candidates for Board membership, monitoring the composition of the Board and suggesting appropriate changes, the selection and compensation plans of the CEO, and supervising all corporate governance matters of the Corporation.

B. Committee Composition, Appointment and Procedures

2. Composition of Committee

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

3. 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.

4. 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.

5. Committee Chairman

The Board shall appoint a Chairman for the Committee.

6. 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.

7. Secretary of Committee

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

8. 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.

9. Quorum

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

10. 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.

11. 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

12. The Committee shall,

- (a) Establish a policy and procedure for identifying and selecting potential nominees for the Board, including considering the competencies and skills that the Board should possess and the competencies and skills of each existing and potential director;
- (b) Monitor Board size and composition and suggest changes in this respect where appropriate;
- (c) Recommend annually members for election to the Board;
- (d) Identify and recommend new candidates for Board membership;

- (e) Develop the Corporation's approach to governance issues and making recommendations to the Board in the area of corporate governance practices of the Board;
- (f) Prepare and review with the Board an annual performance evaluation of the effectiveness of individual Board members and the Board and its Committees. The assessment of the Board examines its effectiveness as a whole and specifically reviews areas that the Board and/or management believe could be improved to ensure the continued effectiveness of the Board in the execution of its responsibilities;
- (g) Develop and recommend to the Board, standards to be applied to assess material relationships between the Corporation and its Directors in accordance with conflict of interest standards;
- (h) Review annually the risks identified by the Audit Committee with respect to the risk management policies and procedures of the Corporation and to ensure such risks are appropriately identified in the Corporation's public disclosure documentation;
- (i) Revise, as appropriate, in accordance with best practices and legal requirements, the Code of Ethics and Business Conduct for directors, officers and employees as well as the Disclosure and Insider Trading Policy for the Corporation to address, among other things, procedures to monitor insider trading activities, to prevent selective disclosure and to mandate trading blackouts and corporate quiet periods;
- (j) Monitor compliance with any Board mandated Director minimum shareholding requirements and monitoring attendance by Directors at Board and Committee meetings;
- (k) Plan for the succession of Executive Officers, with special emphasis on CEO succession, and including specific development plans and career planning for potential successors;
- (l) Recommend to the Board the appointment of the CEO;
- (m) Develop corporate objectives that the CEO is responsible for meeting, assess the CEO against these objectives, monitor the CEO's performance, and provide advice and counsel in the execution of his duties;
- (n) Establish total compensation plans and consider the adequacy and form of compensation required to realistically reflect the responsibilities and risks of the position for the CEO of the Corporation and, in connection therewith, consider appropriate information, including information from the Board with respect to the overall performance of the CEO;
- (o) Establish remuneration for members of the Board and Committees thereof, and consider the adequacy and form of compensation required to realistically reflect the responsibilities and risks of the positions and recommend changes where applicable; and

- (p) Carry out any other duties or responsibilities expressly delegated to the Committee by the Board.

D. Resources, Meetings and Reports

- 13. 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.
- 14. The Committee shall meet not less than two times per year.
- 15. 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.
- 16. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.
- 17. 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.
- 18. 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.