

## **COMPENSATION COMMITTEE MANDATE**

The Compensation Committee (the “Compensation Committee”) is a committee of the board of directors (the “Board”) of JumpTV Inc. (the “Corporation”) which assists the Board in discharging its responsibilities relating to executive and other human resources hiring, assessment, compensation and succession planning.

### **COMPOSITION AND QUORUM**

The Compensation Committee is composed of a minimum of three and a maximum of five members, each of whom qualifies as an independent director, as determined by the Board.

### **RESPONSIBILITIES**

The Compensation Committee has the following responsibilities:

#### **With respect to senior management succession planning, hiring and assessment, and senior management compensation**

1. Taking all reasonable measures to ensure that appropriate processes are in place regarding succession planning for the position of Chief Executive Officer (the “CEO”) and other members of senior management.
2. Recommending to the Board senior management appointments and the terms and conditions of their appointment and retirement or termination.
3. Annually reviewing and recommending to the Board the goals and objectives that the CEO is expected to attain, assessing the CEO in light of these goals and objectives and recommending to the Board the CEO’s compensation.
4. Reviewing the evaluation of senior managers’ performance and recommending to the Board their compensation.
5. Reviewing the annual report on senior management compensation for inclusion in the Corporation’s Management Proxy Circular, in accordance with applicable rules and regulations.

#### **With respect to other human resource hiring, assessment, compensation and succession planning**

1. Taking all reasonable measures to ensure that appropriate human resources systems, such as hiring policies, competency profiles, training policies and compensation structures are in place so that the Corporation can attract, motivate and retain the quality of personnel required to meet its business objectives.
2. Maintaining an assessment and compensation philosophy that rewards the creation of shareholder value.
3. Making recommendations to the Board with respect to incentive-compensation plans, including equity-based plans.

### **With respect to other human resources issues**

1. Monitoring strategic labour issues.
2. Monitoring social issues that need to be addressed.

### **METHOD OF OPERATION**

1. Members of the Compensation Committee are appointed and removed by the Board.
2. Meetings of the Compensation Committee are held at least quarterly and as required by applicable regulations and stock exchange requirements.
3. The chair of the Compensation Committee develops the agenda for each meeting of the Compensation Committee in consultation with the Board chair. The agenda and the appropriate material are provided to members of the Compensation Committee on a timely basis prior to any meeting of the Compensation Committee.
4. The chair of the Compensation Committee reports regularly to the Board on the business of the Compensation Committee.
5. The Compensation Committee may, in appropriate circumstances, engage external advisors and set and pay their compensation, subject to advising the Board chair thereof.
6. The Compensation Committee annually reviews its mandate and reports to the Board on its adequacy.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Compensation Committee.