

PERSONNEL AND COMPENSATION COMMITTEE CHARTER

This Charter sets forth the composition, authority and functions of the Personnel and Compensation Committee (the “**Committee**”) of Xurpas Inc. (the “**Corporation**”).

POLICY OBJECTIVES

The objective of the Committee is to provide oversight review of compensation and benefits of the employees and executive officers of the Corporation. The Committee shall periodically evaluate and make regular reports to the board of directors (the “**Board**”) on matters concerning management performance, employee compensation and human resources policies, programs and plans, management development and succession plans. The Committee shall be in charge in recommending of the executive officers’ compensation and benefit programs in conjunction with the Corporation’s policies and objectives.

COMPOSITION

The Committee shall be composed of at least three (3) members, one (1) of whom shall be an independent director.

The Committee members shall be appointed by the Board at its annual organizational meeting, and each member shall serve upon his election until the next organizational meeting of the Board, or until a successor is duly appointed, or until resignation or removal of such member. The members of the Committee may be removed or replaced by the Board in its discretion, and any vacancies in the Committee shall be filled by the Board, by a vote of majority.

DUTIES AND FUNCTIONS

1. Approve and oversee administration of the Corporation’s executive program, including annual incentive compensation plans, long-term cash incentive plans, and equity-based compensation plans. In the determination of executive compensation, the Committee shall consider enterprise risk and other risk factors in determining appropriate compensation objectives.
2. Annually review and approve corporate goals and objectives relevant to Executive Officers compensation, the Board, senior management and key officers of the Corporation to enable it to attract and keep superior human talent within its organization.
3. Periodically review management’s strategy for recruitment, retention and employee development.
4. Periodically review the Human Resources Development or Personnel Handbook, to strengthen provision on conflict of interest, salaries and benefit policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

5. Oversee the establishment and administration of the Corporation's benefit programs and severance policies, including review and approval of benefit plans, employment agreements and change-in-control provisions.
6. Review the impact on compensation, the plans of merger, spin-offs and other organizational or operating changes.
7. Oversee and monitor other compensation related policies and practices of the Corporation including those relating to the Corporation's stock option plan ("ESOP") which shall be allocated to its employees and qualified persons.
8. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as directors.
9. Provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and ensuing year.
10. Review its Charter regularly and make recommendations to the Board for approval and adoption of the Charter, including any additions, deletions or modifications, as may be deemed appropriate.
11. Perform any other functions required to carry out its responsibilities under this Charter. The Committee shall also perform such other functions as are delegated to it by the Board.

PERFORMANCE ASSESSMENT

The Committee shall conduct an annual self-assessment of its performance, including the performance of its individual members. The Committee shall coordinate with the Corporate Governance Committee the evaluation of the Corporation's executive officers.

MEETINGS

The Committee shall meet as often as its members may deem necessary and appropriate in order to perform its functions.

The meetings of the Committee shall be conducted in accordance with the provisions of the By-laws of the Corporation.

The quorum necessary for the transaction of business shall be a majority of the total Committee membership. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee.

The Chairman of the Committee or his authorized representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

AMENDMENTS

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

EFFECTIVITY CLAUSE

This Charter has been approved and adopted by the Board of the Corporation on May 28, 2018.