

PureK Holdings Corp.
Compensation and Governance Committee Charter (“Charter”)

General

The Compensation and Governance Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of PureK Holdings Corp. (the “Company”). The primary functions of the Committee is to (i) assist the Board with its responsibilities relating to compensation for the Company's Chief Executive Officer (CEO) and other executives, employees and directors who are not employees of the Company, (ii) advise the Board in connection with the Company’s retirement, welfare and other benefit plans, and (iii) develop, update, as necessary, and recommend to the Board corporate governance principles and policies, applicable to the Company, and monitor compliance with such principles and policies. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Membership Requirements

The Committee shall be composed of at least three members. Each member of the Committee shall be a member of the Board and ideally meet the independence requirements established by the Board and applicable laws, regulations and listing requirements (including any applicable exemptions to such independence requirements),

The members of the Committee shall be appointed annually by the Board, at its annual meeting or as necessary to fill vacancies in the interim. In appointing Committee members, the Board shall consider whether the director is affiliated with the Company, a subsidiary, or an affiliate of a subsidiary in order to determine whether such affiliation would impair the director’s independent judgment as a member of the Committee. The Board shall designate one of the Committee members as chairperson. The Board may remove any member from the Committee at any time with or without cause. The Committee when appropriate may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee, the Board or Company officers.

Committee members may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any Company subsidiary. Compensatory fees do not include fees received as a member of the Compensation and Governance Committee, the Board, or any other Board committee, or fixed amounts received under a retirement plan for prior service with the Company, as long as such compensation is not contingent on continued service.

Compensation Consultants

The Committee may, in its sole discretion and without seeking Board approval, retain, obtain advice from or terminate any consultant, legal counsel or other adviser. The Committee shall have sole authority regarding the appointment, compensation and fees, retention terms and oversight of the work of any such advisor. Before selecting or receiving advice from any such adviser (not including any in-house legal counsel), the Committee will consider factors which the Board deems appropriate to determine the independence of the adviser. Such factors may include the independence factors set forth in the listing rules of the TSX-V Stock Market, as may be amended from time to time. Nothing in this Charter requires an outside adviser to be independent, but only that the Committee considers the independence factors before selecting or receiving advice from the adviser. No independence investigation shall be required for advisers that act in a role limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

Duties, Responsibilities and Authority

The Committee shall:

Compensation Philosophy and Goals

1. Develop and recommend to the Board, for approval, an executive compensation philosophy and establish, annually review and recommend to the Board, for approval, policies regarding executive compensation programs and practices.

CEO and Executive Compensation

2. Review, solicit input from the Board and recommend to the Board, for its approval, corporate goals and objectives relevant to the Chief Executive Officer and Chief Financial Officer's compensation, evaluate the CEO and CFO's performance in light of those goals and objectives and recommend to the Board, for its approval, the CEO and CFO's compensation based on this evaluation.

3. Review the CEO and CFO's recommendations and recommend to the Board for its approval the annual compensation for the Company's other executive officers and employees designated by the Committee ("Specified Executives").

4. Establish and oversee annual and long-term incentive compensation plans for the CEO, CFO and the Specified Executives.

5. Recommend to the Board for its approval and, where appropriate, submission to the Company's shareholders, incentive compensation plans and equity-based plans.

6. Recommend to the Board for its approval changes to compensation policies and programs for the CEO, CFO and the Specified Executives.

7. Review and recommend to the Board for its approval all executive employment, compensation, retirement and termination arrangements.

8. Determine procedures for the Board's review of the CEO and CFO and for communicating such review to the CEO and CFO.

9. Receive from the CEO and CFO their review of the Specified Executives and review such evaluations.

Stock Ownership Guidelines

10. Develop, periodically review and recommend to the Board director and executive stock ownership guidelines and monitor progress toward meeting ownership guidelines.

General Compensation and Benefits Matters

11. Consult periodically with the CEO and CFO, regarding compensation and benefit matters deemed appropriate by them or the members of the Committee.

12. Provide oversight regarding the Company's retirement, welfare and other benefit plans, policies and arrangements on an as-needed basis.

13. Approve and recommend to the Board for its action:

- the designation of the trustee and the execution of trust agreements for any such plan or plans;
- the termination, merger or consolidation of any such plan or plans; and
- the extension of plan participation to employees of affiliates or subsidiaries.

Incentive Plans

14. Review management's recommendations for other nonexecutive corporate incentive plans and annually review plan goals and results.

15. Review and approve all equity awards granted to employees, including executive officers.

Reports

16. Prepare the report on executive compensation required by the rules of the CSA and the BCSC to be included in the Company's annual proxy statement.

Board Compensation

17. Review director compensation practices in relation to comparable companies in consultation with CFO.
18. Recommend to the Board, as appropriate, revisions to director compensation practices in consultation with CFO.