

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

- 1.1 The Compensation Committee (the “**Committee**”) of Fort Technology Inc. (the “**Corporation**”) and its subsidiaries (collectively, the “**Corporation Group**”) is appointed by the board of directors of the Corporation (the “**Board**”) to assist the Board in discharging its responsibilities relating to the:
- (a) recommendation of the form and quantum of compensation for non-executive directors, committees and chairpersons of the Board and its committees;
 - (b) design and recommendation of the compensation framework of the Corporation Group’s senior executives, including compensation plans, benefit plans, policies and programs;
 - (c) review of executive compensation disclosure prior to public disclosure by the Corporation Group.

2. REPORTS

- 2.1 The Committee shall report to the Board on a regular basis and before any public disclosure by the Corporation Group on compensation and governance matters. The Committee shall review and approve reports on executive compensation as required by applicable legislation and regulation and/or pursuant to the Corporation Group’s undertaking to provide necessary information to comply with its disclosure obligations.

3. COMPOSITION

- 3.1 The members of the Committee shall be two or more Board members who are appointed (and may be replaced) by the Board. The members shall be appointed annually and the chairperson shall be determined by the Board, failing which the committee members and chairperson shall continue on the Committee. Subject to any available exemptions of the Securities and Exchange Commission (“SEC”), The NASDAQ Stock Market LLC (“Nasdaq”) or any applicable securities laws, members of the Committee shall meet the independence requirements of any relevant regulatory authority or stock exchange on which securities of the Corporation are listed.
- 3.2 Any member of the Committee will abstain from voting on any matter in which he or she has, or may have, a conflict of interest. In such event, the Board or the Committee members who are not so conflicted, may appoint from the Board an interim member of the Committee for purposes of considering and/or approving such matter. Such interim member may serve only for such purpose.

4. REMUNERATION OF THE COMMITTEE MEMBERS

- 4.1 The members of the Committee and the chairperson shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

5. RESPONSIBILITIES

- 5.1 Compensation Committee shall:
- (a) Review and recommend to the Board the form of and quantum of compensation for non-executive directors, committees and chairpersons of the Board and its committees;

- (b) Design and recommend to the Board the compensation framework, including but not limited to the corporate goals and objectives relevant to such, of the Corporation Group's senior executives, including compensation plans, benefit plans, policies and programs. The Committee shall also recommend to the Board regarding the quantum of compensation of the Corporation Group's senior executives
- (c) Evaluation of senior executives' performance in light of corporate goals and objectives and making recommendations to the Board with respect to compensation based on such evaluation.

6. DIRECTOR CANDIDATES

6.1 The Committee shall:

- (a) From time to time, review and make recommendations to the Board with respect to the compensation of non-executive Board members, the chairperson of the Board, and those acting as committee chairpersons to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming.
- (b) Appoint and, if appropriate, terminate any search firm to be used to identify Board candidates and any compensation consultant to be used to assist in the evaluation of Board compensation and to approve the search firm's and compensation consultant's fees and other retention terms.

7. ENGAGEMENT/COMPENSATION OF SENIOR EXECUTIVES

7.1 The Committee shall:

- (a) Make recommendations to the Board concerning the hiring and termination of the CEO of the Corporation Group. Upon the recommendation of the CEO, the Committee shall also review and make recommendations to the Board regarding approve the hiring and termination of the CFO. The CEO shall inform the Committee concerning the hiring and termination of the CEO's other direct reports.
- (b) Annually, review the Corporation Group's compensation strategy to make sure it is viable, current and aligned with the long-term goals and objectives of the Corporation Group.
- (c) Annually review and make recommendations, as appropriate, to the Board with respect to the Corporation Group's executive compensation programs and practices for senior executives, including incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change in control arrangements or provisions, and any special or supplemental benefits.
- (d) Annually review and approve the position description and performance goals and objectives of the CEO. Recommend to the Board the CEO's performance goals annually to make sure his or her goals are aligned with the strategy and goals of the Corporation Group. Evaluate the CEO's annual performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on that evaluation.

- (e) In consultation with the CEO, review and make recommendations to the Board regarding the grant of share-based and option-based awards to senior executives pursuant to the Board's approval of total periodic awards under any of the Corporation Group's stock option or share-based plans.
- (f) Annually, in consultation with the CEO, review key human resources policies and programs in place and under development related to manpower planning, management development, succession planning, career path planning and performance evaluation and their consistency with the strategy of the Corporation Group.
- (g) Annually, in consultation with the CEO, review the Corporation Group's policies on salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommend changes to the Board, if appropriate.
- (h) Annually review the Corporation Group's policies and practices for ensuring that the Corporation Group complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements.
- (i) Select, engage and compensate any compensation consultant to assist in the evaluation of senior executive compensation and to approve the consultant's fees and other retention terms.
- (j) Review and recommend to the Board all executive compensation disclosure prior to public disclosure by the Corporation Group.
- (k) Provide advice concerning the above-listed matters in respect of management of the Corporation Group.

8. MEETINGS

- 8.1 The Committee shall meet at least quarterly and more frequently as circumstances require. A quorum for meetings shall be a majority of the members of the Committee present in person or by telephone or video conference. All decisions shall be decided by a majority of the members present at the meeting.
- 8.2 Minutes of meetings shall be maintained, together with copies of materials presented at meetings, and copies be made available to all Board members.
- 8.3 The Committee may request any officer or employee of the Corporation Group or the Corporation Group's outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The CEO may be present at meetings of the Committee.
- 8.4 The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

9. INDEPENDENT ADVICE

- 9.1 In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation Group, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

10. ANNUAL EVALUATION

- 10.1 Annually the Committee shall, in a manner it determines to be appropriate:

- (a) Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this charter.
- (b) Review and assess the adequacy of this charter and recommend to the Board any improvements to this charter that the Committee believes to be appropriate.