

ICORECONNECT INC.
COMPENSATION COMMITTEE CHARTER
April 20, 2023

I. STATEMENT OF PURPOSE

This Charter governs the operations of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of iCoreConnect Inc. (the "Company").

The purpose of the Committee shall be to assist the Board in discharging its overall responsibilities relating to executive compensation. The processes that the Committee shall undertake while carrying out its responsibilities and executing its policies and procedures shall remain flexible in order to best react to changing market conditions and economic circumstances. The following shall be the principal duties and responsibilities of the Committee and are set forth as a guide, with the understanding that the Committee may supplement them as appropriate.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended only by the affirmative vote of the Board.

II. COMPENSATION COMMITTEE CALENDAR AND MEETINGS

The Committee shall meet as often as it deems necessary to perform its responsibilities on such dates and at such times and at such locations as designated by the Chairman of the Committee.

A majority of the members of the Committee shall constitute a quorum for the taking of any action by the Committee.

At the beginning of each fiscal year of the Company, the Committee Chairman, together with Committee members, shall establish an annual calendar for its operations.

III. RESPONSIBILITIES AND DUTIES

1. The Committee shall advise the Board with respect to the Company's compensation practices.
2. The Committee shall review and approve compensation principles that apply generally to the Company's executive and senior employees.
3. The Committee shall establish and review corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") and the other executive officers of the Company, evaluate their performance in light of the established goals and objectives and approve their annual compensation. The Chief Executive Officer shall not be present during deliberations or voting for such officer's compensation.
4. The Committee shall review the corporate goals and objectives established by the Chief Executive Officer relevant to the compensation of all other executive officers of the Company and all direct reports of the CEO and review and, based primarily on the evaluations and recommendations of the CEO of the Company of the performance of such executive officers and direct reports in light of the established goals and objectives, approve their annual compensation.

5. The Committee shall review the evaluation process and compensation structure for the other members of the senior management of the Company and provide oversight regarding management's decisions concerning the performance and compensation of such senior management.
6. The Committee shall administer and shall oversee the Company's compliance with the requirements under the NASDAQ Marketplace Rules, with respect to the Company's long-term incentive compensation plans.
7. The Committee shall have the authority, in its sole discretion, to retain or obtain and terminate at the Company's expense, a compensation consultant to assist the Committee in its evaluation of executive compensation, and any legal and other advisors that it deems necessary for the fulfillment of its responsibilities, including the sole authority to approve fees and other retention terms of such consultant and other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee in its reasonable discretion, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
8. The Committee may select, or receive advice from a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors (collectively, the "Consideration Factors"):
 - a. the provision of other services to the Company by the entity that employs the compensation consultant, legal counsel or other adviser;
 - b. the amount of fees received from the Company by the entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the entity that employs the compensation consultant, legal counsel or other adviser;
 - c. the policies and procedures of the entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the entity employing the adviser with and Executive Officer of the Company (collectively, the "Consideration Factors").
9. Nothing in this charter shall be construed:
 - (i) to require the Committee to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the Committee; or
 - (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under item 407(e)(3)(iii) or Regulation S-K;
 - 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; and/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.

10. At least once annually, the Committee shall evaluate each compensation consultant, legal counsel and other advisor that provides advice to the Committee, other than in-house legal counsel, taking into consideration each of the Consideration Factors.
11. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A"), if required, or the general compensation discussion if CD&A is not required, to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A or the general compensation discussion be so included.
12. The Committee shall produce the annual Compensation Committee Report, if required, for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
13. The Committee shall perform an evaluation of its performance annually to determine whether it is functioning effectively.
14. The Committee shall review and discuss compensation programs that may create incentives that can affect the Company's risk and management of that risk. To the extent it is determined that such risks are reasonably likely to have a material adverse effect on the Company, the Committee will review and discuss with Company management and other relevant personnel how such disclosure will be made in the Company's CD&A or general compensation discussion.
15. Any communication between the Committee and independent legal counsel in the course of obtaining legal advice will be considered privileged communications between the Committee and the provider of such counsel and the Committee will take all appropriate steps to preserve the privileged nature of the communications.

IV. MEMBERSHIP

The Committee shall be appointed by the Board and shall be comprised of at least three (3) directors, each of whom (a) shall have been determined by the Board to be "independent," as defined by the rules of the NASDAQ Stock Market, Inc. ("NASDAQ"), (b) shall be a "non-employee director" as such term is used in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) satisfies that requirements to be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, and (d) except as provided in the NASDAQ rules, shall not accept directly or indirectly any consulting, advisory or other fee from the Company or any subsidiary thereof. Members of the Committee may be removed at any time by the Board in its discretion, with or without cause. The Board shall also appoint one member of the Committee as Committee Chair.

Committee members shall serve at the pleasure of the Board.

V. MEETINGS AND MINUTES

The Chairman of the Committee shall call a special meeting of the Committee upon a request by any two (2) Committee members. An agenda for each meeting will be prepared by the Committee Chairman with supporting reports and documents circulated to the Committee members prior to the meeting date.

Minutes of all Committee meetings shall be kept and shall be the responsibility of the Committee Chair or a person to whom the Committee Chairman has officially designated such responsibility. The Committee Chairman shall forward the minutes of each meeting held by the Committee to each member of the Board, to be adopted with Board minutes and placed into the Minutes Book as a permanent record of the Committee meeting.

IV. SUBCOMMITTEES

The Committee has the power to appoint subcommittees and their Chairs, comprised of members of the Committee, other Directors of other employees of the Company, but no subcommittee will have any final decision making authority on behalf of the Committee or the Board.

V. GENERAL

The Committee shall undertake such additional responsibilities within the scope of the Committee's primary functions as it may deem appropriate and/or as assigned to it from time to time by the Board or the Chief Executive Officer of the Company.