

FRANKLY INC.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

The following charter of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Frankly Inc., a British Columbia corporation (the “**Company**”), was adopted by the Board on January 25, 2017.

1. Members. The Board shall appoint the members of the Committee. The Committee shall be composed of at least two “independent” directors of the Board who shall also satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission (“**SEC**”) and the exchange or quotation system on which the Company’s shares of common stock are listed or quoted on (the “**Exchange**”). The term “independent director” means a director who meets the definition of “independence” under the rules and regulations of the SEC and the Exchange. The Committee and its members shall be subject to the provisions of the Company’s bylaws (as amended or restated from time to time, the “**Bylaws**”) relating to members and filling vacancies. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

2. Purposes, Duties and Responsibilities. The Committee shall (together with such related or other activities as may be assigned to the Committee from time to time by the Board) assist the Board in: (i) identifying, screening and recommending qualified candidates to serve as directors of the Company and (ii) maintaining oversight of the Board’s and the Company’s governance functions and effectiveness. The Committee shall regularly report to the full Board on its activities. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s governing documents. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

A. Nomination Matters. In connection with the identification and screening of candidates to serve as directors of the Company, the Committee shall:

- (i) Recommend to the Board candidates for election or reelection to the Board at each annual meeting of stockholders of the Company or any other meeting of Company stockholders where the election of directors is to be considered. Nominees for director shall be selected on the basis of experience, integrity, ability to make independent analytical inquiries, understanding of the Company’s business environment, willingness to devote adequate time to Board duties and such other specific criteria as may be established by the Committee from time to time.
- (ii) Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board. Candidates for Board nomination shall submit credentials and listing of affiliations to assure that they meet the requirements of the selection criteria established by the Committee from time to time. Such credentials and affiliations shall be reviewed by the Committee and the Board as a part of the nomination process.

- (iii) Consider stockholders' nominees in accordance with applicable law, SEC and Exchange rules and regulations, the Bylaws and such related procedures as may be implemented by the Committee.
- (iv) Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board.
- (v) Aid in attracting qualified candidates to serve on the Board and interview and otherwise assist in the screening of such candidates.
- (vi) Evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees. In addition, evaluate Board effectiveness, the mix of Director experience, personalities and other characteristics needed to balance the Board.

B. Corporate Governance Matters. In connection with maintaining oversight of the Company's corporate governance, the Committee shall:

- (i) Develop and recommend to the Board from time to time corporate governance guidelines applicable to the Company (including, without limitation, the Company's Insider Trading Policy and Code of Ethical Conduct). The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend and propose changes to the Board for approval.
- (ii) Review any issues relating to conflicts of interests and (in conjunction with the Audit Committee of the Board as necessary or appropriate) all related party transactions in accordance with SEC and Exchange requirements and general best corporate practices.
- (iii) Review Board make-up from time to time as appropriate in accordance with the following guidelines.
 - (a) For so long as the Company's securities are listed on an Exchange or for as long as the Company is otherwise required to do so, the Board shall have a majority of independent Directors.
 - (b) Independent Directors not should, if at all possible, and all director candidates should have no, material financial, economic or other ties to any member of Company management or the Board or be a member of a board of, or otherwise be associated with, an entity whose interests conflict with the interests of the Company or an entity which is a related party (a "**Conflicting Board**").
 - (c) No more than three (3) executive officers of, or other person employed by, the Company shall be a Board member.
 - (d) Board members should have appropriate and complimentary skill sets to provide needed guidance to Company operations and planning.
 - (e) Evaluate incumbent director performance. The Committee shall as it deems necessary from time to time review and evaluate the performance of incumbent directors whose term of office is scheduled to expire at the next annual meeting of shareholders in order to:

- I. Solicit input from such incumbent director with respect to his or her desire and availability to continue his or her service as a director.
- II. Evaluate the participation, attendance and contribution of such incumbent director in Board and committee meetings.
- III. Review the characteristics and qualifications of such incumbent director to continue his or her service as a director in light of (A) such director's personal circumstances including their involvement of such director in his or her primary business activity and/or his or her community, (B) the capacity, health and availability of such director, (C) the developing needs of the Company, and (iv) the characteristics recommended to be sought in candidates for directors of the Company.

(f) Election/Re-election of Board Members

I. Chairman/Executive Chairman

- (A) The Chairman of the Board (or Executive Chairman, if such office is filled) shall be elected yearly by the members of the Board.
- (B) The incumbent Chairman of the Board/Executive Chairman shall be asked by the Chairman of the Committee if he/she wishes to stand for re-election. If yes, he or she shall not be present for the vote.

II. Board members

- (A) Board members shall be elected in accordance with the provisions of the Company's Certificate of Incorporation, as amended, and the Bylaws.
- (B) Annually, the Chairman of the Committee shall ask current Board members who are scheduled for re-election if they wish to stand for re-election prior to the presentation of the slate to the Company stockholders.

- (iv) Review and recommend changes to Board meeting procedures as deemed necessary by the Committee or any Board member.
- (v) Monitor any requests made by the directors to engage outside advisors with respect to corporate governance issues, at the Company's expense.
- (vi) Review and recommend retirement policies for Company directors as may be adopted from time to time.
- (vii) Review any outside directorships in other public companies held by directors and Company officers and employees.
 - (a) Ascertain whether there is any real or potential conflicts of interest and make recommendations to the Board accordingly.

- (b) Directors and Company officers or employees should not have too many memberships on other boards or on Conflicting Boards, so as to be a distraction from the function of the Board.
- (viii) Periodically receive and consider recommendations from the Company's President and/or Chief Executive Officer ("CEO") regarding succession at the CEO and other senior officer levels.
- (ix) The Committee may (as requested by the Board and in conjunction with the Compensation Committee of the Board as necessary or appropriate) participate in the annual review and evaluation of the performance of the CEO, particularly as such review relates to corporate governance matters.
- (x) Make reports and recommendations to the Board within the scope of its functions.
- (xi) Review this Committee Charter from time to time and recommend any changes thereto to the Board.

3. Meetings. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines. Face to face meetings shall be encouraged at least twice each year, and the Committee shall meet in executive session (without management present) at least twice a year. The majority of the members of the Committee shall constitute a quorum and shall be empowered to act on behalf of the Committee. Minutes shall be kept of each meeting of the Committee.

4. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

5. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matter within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

6. Review of Charter. The Committee shall periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.

7. Amendments; Disclosure. Any amendment or other modification of this Charter shall be made and approved by the Board and posted on the Company's website. This Charter shall be made available to the public on the Company's website.

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