

HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE MANDATE

1. ESTABLISHMENT OF COMMITTEE

1.1 Establishment of Human Resources and Corporate Governance Committee Confirmed

The establishment of the human resources and corporate governance committee of the board of directors of Points International Ltd. is hereby confirmed with the purpose, constitution and responsibilities set forth herein.

1.2 Certain Definitions

In this mandate:

- (a) “Board” means the board of directors of Points International;
- (b) “Chair” means the chair of the Committee;
- (c) “Committee” means the human resources and corporate governance committee of the Board;
- (d) “Director” means a member of the Board;
- (e) “Mandate” means this written mandate of the Committee and any such mandate for the Committee which the Board resolves from time to time shall be the mandate of the Committee; and
- (f) “Points International” or the “Corporation” means Points International Ltd.

2. PURPOSE AND OBJECTIVE

2.1 Purpose

The Committee's purpose is to assist the Board in discharging its oversight responsibilities relating to human resources management, executive compensation and corporate governance by:

- (a) developing and/or reviewing Points International's human resources and compensation policies and programs for attracting, retaining, developing and motivating employees including executive officers;
- (b) producing an annual report on executive compensation for inclusion in Points International's annual management proxy circular, in accordance with applicable rules and regulations;
- (c) reviewing and assessing the management of succession and development plans for senior management and people and knowledge strategies;
- (d) assisting Board oversight of Points International's compliance with employment related legal and regulatory requirements;
- (e) assisting the Board in identifying, recruiting and nominating suitable candidates to serve on the Board; and
- (f) assume responsibility for developing Points International's approach to governance issues in compliance with all applicable legal and stock exchange listing requirements and with such recommendations of relevant securities regulatory authorities and stock exchanges as the Committee may consider appropriate; and
- (g) performing any other activities consistent with this Mandate.

2.2 Discharge of Responsibilities

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section 7 of this Mandate.

3. AUTHORITY AND OUTSIDE ADVISERS

3.1 Information from Employees

The Board authorizes the Committee, within the scope of its responsibilities, to seek information it requires from any employee.

3.2 Outside Advisors

The Committee shall also have the authority to retain (and terminate) any consulting firm to provide advice regarding the Corporation's compensation strategy and programs, including providing benchmark comparisons for the compensation of the President, the Chief Executive Officer and other officers reporting directly to the Chief Executive Officer, and to retain outside legal counsel and any other advisers as the Committee may deem appropriate in its sole discretion. The Committee shall not be required to obtain the approval of the Board in order to retain or compensate such advisers and shall have sole authority to approve related fees and retention terms.

4. COMMITTEE MEMBERSHIP

4.1 Number of Members

The Committee shall consist of not fewer than two Directors.

4.2 Independence of Members

The members of the Committee shall be comprised entirely of independent Directors.

4.3 Annual Appointment of Members

The members of the Committee shall be appointed by the Board. The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the appointment of members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

4.4 Vacancy

The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors.

4.5 Removal of Members

Any member of the Committee may be removed from the Committee by a resolution of the Board.

5. COMMITTEE CHAIR

5.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair from among its members). If, at any meeting, the Chair is not in attendance, then the directors present shall be responsible for choosing one of their number to be chair of the meeting and for delivering a casting vote, as necessary.

5.2 Chair to be Appointed Annually

The designation of its Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5.3 Casting Vote

In case of an equality of votes, the Chair in addition to his original vote shall have a second or casting vote.

6. COMMITTEE MEETINGS

6.1 Quorum

A quorum of the Committee shall be a majority of its members. No business shall be transacted by the Committee except at a meeting at which a quorum of the Committee is present.

6.2 Secretary

The Secretary of the Committee will be the Secretary of the Board, unless otherwise appointed by the Chair. The Secretary may, but need not, be a member of the Committee.

6.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, the Committee shall meet at least semi-annually. In addition, meetings may be called by any member of the Committee on two days notice (exclusive of the day on which notice is sent but inclusive of the day for which notice is given).

6.4 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

6.5 Invitees

The Chief Executive Officer of Points International shall be entitled to receive notice of and to be heard at each meeting of the Committee, as a non-voting observer. The Committee may additionally invite Directors, officers and employees of Points International or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.

6.6 Non-Management Sessions

At the conclusion of all meetings of the Committee, the directors shall, unless determined otherwise by the Chair, meet without any member of management being present.

No minutes of the non-management sessions will be taken unless the Chair of the meeting requests in writing that the discussion be added to the meeting minutes.

7. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

7.1 Human Resources

The Committee shall:

- (a) perform an annual review of the human resources strategic plan;

- (b) monitor the implementation of human resources policies and set priorities in human resources;
- (c) review on a periodic or as-needed basis, the organization structure;
- (d) consider and recommend to the Board for approval position descriptions for the Chairman of the Board, the Chief Executive Officer, the Chairman of the Audit Committee and the Chairman of the Human Resources and Corporate Governance Committee;
- (e) work with management to develop a compensation plan for all employees that is consistent with Points International's business.
- (f) obtain regular updates from management and legal counsel regarding compliance matters; and
- (g) advise the senior management team, through the Chief Executive Officer, and the Board, where appropriate, of potential human resource or compensation issues that may arise from time to time.

7.2 Executive Compensation

The Committee shall on an annual basis, and more often if it deems appropriate:

- (a) review the adequacy and form of the compensation of the executive leadership team and ensure that the compensation realistically reflects the responsibilities and risks of such positions; and
- (b) in particular, review and recommend for approval by the Board the level and all aspects of the compensation of Chief Executive Officer, including base pay, performance bonus criteria, performance bonus amounts, employee stock options and other incentives.

7.3 Director Compensation

The Committee shall on an annual basis, and more often if it deems appropriate:

- (a) review the adequacy and form of the compensation of directors and ensure that the compensation realistically reflects the responsibilities and risks of such positions; and
- (b) in particular, review and recommend to the Board for approval the remuneration of the directors, considering the time commitment, comparative fees and responsibilities of the office.

7.4 Director Nominations

The Committee shall:

- (a) assist the Board in determining what competencies and skills the Board should, as a whole, possess and the extent to which existing members of the Board and potential candidates for appointment to the Board satisfy such competencies and skills;
- (b) where required, recommend new candidates for nomination to the Board; and
- (c) recommend for approval by the Board the nominees for each annual meeting of the shareholders of the Corporation.

7.5 Disclosure and Corporate Governance

The Committee shall review the disclosure with respect to Points International's executive compensation required by applicable securities laws and regulations before such disclosure is submitted to the Board for its approval.

The Committee shall be responsible for Points International's approach to corporate governance issues, including Points International's response to all corporate governance disclosure requirements.

8. REPORTING TO THE BOARD

8.1 Regular Reporting

The Committee shall report to the Board following each meeting of the Committee and at such other times as the Chair may determine to be appropriate and shall ensure that the Board is made aware of matters that may significantly affect the financial condition or affairs of Points International.

9. EVALUATION OF COMMITTEE PERFORMANCE AND MANDATE REVIEW

9.1 Establish Process

The Board may establish a process for committees of the Board for assessing the performance of such committees on a regular basis and, if established, the Committee shall follow such process in assessing its performance.

9.2 Amendments to Mandate

The Committee shall review and assess the adequacy of this Mandate annually and recommend to the Board any changes it deems appropriate.