

EXACTEARTH LTD.

(the “Corporation”)

MANDATE OF THE DIRECTORS

I. PURPOSE

The Board of Directors (the “Board”) of exactEarth Ltd. (the “Corporation”) is responsible for providing oversight of the management of the business. The Board shall meet regularly to review the business operations, corporate governance and financial results of the Corporation. Each director has a responsibility to attend and participate in meetings of the Board. The purpose of this mandate is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

II. COMPOSITION

The Board shall be constituted at all times of a majority of independent directors as required by applicable securities laws. Where the Chair is not independent, the independent directors will select one of their number to be appointed lead director of the Board for such term as the independent directors may determine. If the Corporation has a non-executive, independent Chair, then the role of the lead director will be filled by the non-executive Chair. The lead director or non-executive Chair will chair regular meetings of the independent directors and assume other responsibilities that the independent directors as a whole have designated.

III. CHAIR OF THE BOARD

The chair of the Board (the “Chair”) will be appointed by the Board, after considering the recommendation of the Corporate Governance and Nominating Committee, for such term as the Board may determine.

IV. RESPONSIBILITIES

The Board’s mandate is the stewardship of the Corporation and its responsibilities include, without limitation to its general mandate, the following specific responsibilities:

1. Assignment to the committees of directors certain areas of responsibility as follows:
 - (a) *Corporate Governance and Nominating Committee* – developing the Corporation’s approach to corporate governance of directors and related issues, and searching for and proposing new nominees to the Board;
 - (b) *Audit Committee* – developing the Corporation’s approach to financial reporting and internal controls; and

- (c) *Human Resources and Compensation Committee* – developing the Corporation’s approach to issues relating to compensation generally, and to the compensation of the executive officers.
2. With the assistance of the Corporate Governance and Nominating Committee:
- (a) Reviewing the composition of the Board and ensuring that it respects its independence criteria;
 - (b) Assessment, at least annually, of the effectiveness of the Board (including, without limitation, consideration of the appropriate size of the Board) as a whole, the committees of the Board and the contributions of individual directors;
 - (c) Reviewing the recommendations of the Corporate Governance and Nominating Committee regarding the compensation of the directors and other benefits conferred upon the directors;
 - (d) Ensuring that an appropriate review selection process for new nominees to the Board is in place;
 - (e) Ensuring that an appropriate orientation and continuing education opportunities program for new members of the Board is in place;
 - (f) Approving disclosure and securities compliance policies, including communications policies of the Corporation;
 - (g) Adopting procedures that seek to ensure the Board receives feedback from security holders on material issues.
 - (h) Reviewing the quality of the Corporation’s governance and approving changes to the Corporation’s governance practices as appropriate.
3. With the assistance of the Audit Committee:
- (a) Reviewing the integrity of the Corporation’s internal controls and management information systems;
 - (b) Reviewing the Corporation’s ethical behaviour and compliance with laws and regulations, audit and accounting principles and the Corporation’s own governing documents; and
 - (c) Identification of the principal risks of the Corporation’s business and ensuring that appropriate systems are in place to manage these risks.
4. With the assistance of the Human Resources and Compensation Committee:
- (a) Approving all aspects of the Chief Executive Officer’s (the “CEO”) compensation and benefits, including the approval of the goals and

objectives of the CEO and of the Corporation, and the review of the results of the evaluation of his/her performance in light of those goals and objectives;

- (b) Approving the structure of the compensation of the executives who report directly to the CEO, including the approval of the objectives and goals of the Corporation relevant to the compensation of such executive officers;
 - (c) Succession planning (including appointing, training and mentoring senior management); and
 - (d) Approval the approach of the Corporation to compensation, generally.
5. The selection, appointment, monitoring, evaluation and, if necessary, the replacement of the CEO, and, on the recommendation of the CEO, the selection and appointment and, if necessary, the replacement of the other executive officers.
 6. Approval of the annual strategic plan which takes into account, among other things, the opportunities and risks of the business, and monitoring performance against such plan. Approval of all actions, plans and decisions requiring Board approval as set out in the Corporation's policies and procedures, and, with the assistance of the Corporate Governance and Nominating Committee, the annual review of the delegation of decision-making authority through the Corporation and its subsidiaries.
 7. Performing such other functions as prescribed by law or assigned to the Board in the Corporation's constating documents and by-laws.

Meetings of the Board will be held at least quarterly, with additional meetings to be held depending on the state of the Corporation's affairs and in light of opportunities or risks which the Corporation faces. In addition, separate, regularly scheduled meetings of the independent directors of the Board will be held at which members of management are not present.

The Board will delegate responsibility for the day-to-day management of the Corporation's business and affairs to the Corporation's senior officers and will supervise such senior officers appropriately.

The Board will communicate its expectations of management through various established practices including, but not limited to, the review and approval of the Corporation's annual business plan and operating budget, the objectives of the CEO, and corporate policies, including compliance with all applicable laws and regulations.

V. Corporate Social Responsibility, Ethics and Integrity

The Corporation has adopted a Code of Business Conduct and Ethics for which the Board monitors compliance. The Board will provide leadership to the Corporation in support

of its commitment to corporate social responsibility, set the ethical tone for the Corporation and its management and foster ethical and responsible decision making by management. The Board will take all reasonable steps to satisfy itself of the integrity of the Chief Executive Officer and management and satisfy itself that the Chief Executive Officer and management create a culture of integrity throughout the organization.

VI. OTHER

On a yearly basis, the Board will review its Charter, and where appropriate will make changes.

APPROVED by the Board of Directors on February 4, 2016.