

**PCS Edventures!, Inc.**  
**Compensation Committee of the Board of Directors**  
**COMPENSATION COMMITTEE CHARTER**  
**Adopted September 24, 2015**

**I. PURPOSES**

There shall be a Compensation Committee of the Board of Directors which shall be comprised of Directors who are independent. All such members shall also be “non-employee directors” (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended) and “outside directors” (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder). In addition, members shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a Committee member. As the Company is quoted on the OTC and not one of the national securities exchanges, it is not subject to any director independence requirements. However, the Board has adopted the New York Stock Exchange’s standards for determining the independence of directors.

The Board of Directors has, by duly adopted resolution, delegated to the Compensation Committee strategic and administrative responsibility on a broad range of issues.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other experts and will receive the funding from the Company to engage such advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee the executive compensation consultants, who shall be accountable ultimately to the Committee.

**II. COMMITTEE MEMBERSHIP**

The Committee shall consist of not less than two or more than four members of the Board. The Board will appoint a member as Chair of the Committee. In the event of the Chairperson’s absence, the Committee may select another member as Chairperson.

All decisions will be by majority vote. A majority, but not fewer than two, of the members of the Committee shall constitute a quorum for the transaction of business.

The Board of Directors at any time may remove one or more Directors as members of the Committee and may fill any vacancy on the Committee.

**III. COMMITTEE MEETINGS**

The Committee shall meet on a regularly scheduled basis at least once per year, or more frequently as circumstances dictate. The Committee shall meet at least annually with the CEO and any other corporate officers whom the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

#### IV. KEY RESPONSIBILITIES

More specifically, until further action by the Board, the Committee shall be responsible for, and shall have all authority necessary to carry out, the following matters:

- Establish and review the Company's compensation philosophy, strategies, programs and policies;
- Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives;
- Evaluate the performance of the CEO and other executive officers against those corporate goals and objectives, and determine the compensation level for each such person based on this evaluation;
- Determine and approve the compensation payable to the CEO. In so doing, and pursuant to the terms of an employment agreement with the CEO, review at least annually all management fee payments to him/her for compliance with the terms of the employment agreement;
- Provide a process for succession planning related to the CEO position, subject to the approval of the Board of Directors, and involvement of the full Board for implementation;
- Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and achieve their intended purpose(s) and recommend any appropriate modifications or new programs;
- Review and recommend to the Board for approval any changes in incentive compensation plans and equity-based compensation plans and any new equity-related incentive plans;
- Review and approve all equity and/or stock-based compensation plans and awards of the Company (whether or not final approval rests with the Company's shareholders) and grant awards of shares or share options pursuant to such equity-based plans;
- Administer and monitor compliance by executives with the rules and guidelines of the Company's equity-based plans;
- Evaluate and establish Board of Director compensation plans, policies and programs, and grant and administer awards to non-employee members of the Board;
- Review and recommend to the Board for approval any changes in employee pension programs, and review broadly employee salary levels and ranges and employee fringe benefits;
- Act as delegate of the Board for approval of the design and administration of employee and Officer benefit plans and programs;
- Prepare a report to be included in the Company's annual proxy statement, in accordance with applicable rules and regulation of the Securities and Exchange Commission (the "SEC"), and other applicable regulatory bodies;
- Review and reassess the adequacy of this charter annually, including its effectiveness, and amend as the Committee deems appropriate; and
- Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.