

Stockgroup Information Systems Inc.

Compensation Committee Charter

The following Compensation Committee Charter was adopted by the Board of Directors of **Stockgroup Information Systems Inc.** (the “Company”):

1. Members. The Board of Directors appoints a Compensation Committee of at least three members, each of which is an “outside” director of the Board and designates one member as chairperson. “Outside Director” means a director who meets the definition of “outside director” under the Regulations to Section 162(m) of the Internal Revenue Code, as determined by the Board of Directors. In addition, at least one member of the Compensation Committee must meet the definition of “independent director” within the rules and regulations of the Securities and Exchange Commission and the stock exchange or trading market upon which the Company’s shares are listed for trading, as determined by the Board of Directors. Each appointed member of the Compensation Committee will be subject to annual reconfirmation and may be removed by the Board of Directors at any time.

2. Purposes, Duties and Responsibilities. The Compensation Committee advises the Board of Directors with respect to the compensation of senior company employees and determines certain compensation awards for executives. Specifically, the Compensation Committee will:
 - (a) Recommend to the Board of Directors an appropriate compensation package for the Chairman and Chief Executive Officer (“CEO”).

 - (b) Recommend to the Board of Directors compensation of other executive officers based upon the recommendation of the CEO.

 - (c) Make awards to executives under the Company’s Stock Incentive Plan and other plans as approved by the Board of Directors.

 - (d) Review and approve the design of other benefit plans pertaining to executives of the company.

 - (e) Approve such reports on compensation as are necessary for filing with the SEC and other government bodies.

 - (g) Subject to Board of Directors approval, approve the amendment or modification of any compensation or benefit plan pertaining to executives of the Company, that does not require shareowner approval.

 - (h) Review and recommend to the Board of Directors changes to the outside directors’ compensation.

(i) With the prior approval of the Board of Directors, retain outside consultants and obtain assistance from members of management as the Committee deems appropriate in the exercise of its authority.

(j) Make reports and recommendations to the Board of Directors within the scope of its functions.

(k) Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers.

(l) Review the Committee charter from time to time and recommend any changes thereto to the Board of Directors.

3. Meetings. The Compensation Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Compensation Committee constitutes a quorum and shall be empowered to act on behalf of the Compensation Committee. Minutes will be kept of each meeting of the Compensation Committee.