

Quepasa Corporation Compensation Committee Charter

Purpose

The purpose of the Compensation and Nominating Committee (the “Committee”) is to aid the Board of Directors (the “Board”) of Quepasa Corporation (the “Company”) in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee reviews, recommends and approves salaries and other compensation of the Company’s executive officers, and administers the Company’s equity incentive plans (including reviewing, recommending and approving stock option and other equity incentive grants to executive officers). The Committee is also responsible for reviewing and recommending possible changes in Board composition, diversity, qualifications and other aspects of Board membership.

Membership and Structure

The Committee shall consist solely of independent directors (as defined in the applicable rules of the principal national securities exchange on which the Company’s common stock is listed as well as applicable federal law). Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board.

Term

Subject to the Board’s discretion to change the composition of the Committee at any time, the members of the Committee shall be appointed by the Board after the Annual Meeting of Shareholders and serve until the expiration of their term as director.

Responsibilities

The Committee shall:

1. Meet in executive session to determine the compensation of the Chief Executive Officer of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the Chief Executive Officer conducted by the Board in light of company goals and objectives relevant to Chief Executive Officer compensation, competitive market data pertaining to Chief Executive Officer compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.

2. Subject to existing agreements, determine salaries, bonuses, and other matters relating to compensation of the executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer’s performance in light of

company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.

3. Set performance targets for determining periodic bonuses payable to executive officers.

4. Review and make recommendations with respect to shareholder proposals related to compensation matters.

5. Review and make recommendations to the Board regarding executive and employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs (except to the extent specifically delegated to a Board appointed committee with authority to administer a particular plan).

6. Approve compensation of non-employee directors and report it to the full Board.

7. Administer the Company's equity incentive plans, including the review and grant of stock options and other equity incentive grants to executive officers and other employees and consultants.

8. At such time as the Company is required to include a report of the Compensation Committee and a Compensation Disclosure & Analysis (the "Report"), review and approve the Report to be included in the Company's annual proxy statement.

9. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

10. Annually review and reassess the adequacy of this Charter and recommend any changes to the full Board.

In fulfilling its responsibilities, the Committee shall have the authority, and shall be afforded resources sufficient, to engage independent compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate. The Committee shall have sole authority to retain and terminate any such consultant or legal adviser, including sole authority to approve the fees and other retention terms.