

COMPENSATION AND GOVERNANCE COMMITTEE CHARTER

General

The Compensation and Governance Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of Jones Soda Co. (the “Company”). The primary functions of the Committee are to (i) assist the Board with its responsibilities relating to compensation of the Company’s Chief Executive Officer and other executives, employees and directors who are not employees of the Company, (ii) advise the Board in connection with the Company’s retirement, welfare and other benefit plans, and (iii) develop, update, as necessary, and recommend to the Board corporate governance principles and policies, applicable to the Company, and monitor compliance with such principles and policies. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Membership Requirements

The Committee shall be composed of at least two members. Each member of the Committee shall be a member of the Board and shall (i) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements (including any applicable exemptions to such independence requirements), (ii) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. If the Company’s securities are not listed on national securities exchange, the Committee intends to comply with the independence requirements of The Nasdaq Stock Market.

The members of the Committee shall be appointed annually by the Board, at its annual meeting or as necessary to fill vacancies in the interim. In appointing Committee members, the Board shall consider whether the director is affiliated with the Company, a subsidiary, or an affiliate of a subsidiary in order to determine whether such affiliation would impair the director’s independent judgment as a member of the Committee. The Board shall designate one of the Committee members as Chairperson. The Board may remove any member from the Committee at any time with or without cause. The Committee when appropriate may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee, the Board or Company officers.

Committee members may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any Company subsidiary. Compensatory fees do not include fees received as a member of the Compensation Committee, the

Board, or any other Board Committee, or fixed amounts received under a retirement plan for prior service with the Company, as long as such compensation is not contingent on continued service.

Compensation Consultants

The Committee may, in its sole discretion and without seeking Board approval, retain, obtain advice from or terminate any consultant, legal counsel or other adviser. The Committee shall have sole authority regarding the appointment, compensation and fees, retention terms and oversight of the work of any such advisor. Before selecting or receiving advice from any such adviser (not including any in-house legal counsel), the Committee will consider factors which the Board deems appropriate to determine the independence of the adviser. Such factors may include the independence factors set forth in the listing rules of The Nasdaq Stock Market, as may be amended from time to time. Nothing in this Charter requires an outside adviser to be independent, but only that the Committee considers the independence factors before selecting or receiving advice from the adviser. No independence investigation shall be required for advisers that act in a role limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

Duties, Responsibilities and Authority

The Committee shall:

Compensation Philosophy and Goals

1. Develop and recommend to the Board, for approval, an executive compensation philosophy and establish, annually review and recommend to the Board, for approval, policies regarding executive compensation programs and practices.

CEO and Executive Compensation

2. Review, solicit input from the entire Board and recommend to the Board, for its approval, corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and recommend to the Board, for its approval, the Chief Executive Officer's compensation based on this evaluation. The Chief Executive Officer may not be present during voting or deliberation of his or her compensation.

3. Review the Chief Executive Officer's recommendations and recommend to the Board for its approval the annual compensation for the Company's other executive officers and employees designated by the Committee ("Specified Executives").
4. Establish and oversee annual and long-term incentive compensation plans for the CEO and the Specified Executives.
5. Recommend to the Board for its approval and, where appropriate, submission to the Company's shareholders, incentive compensation plans and equity-based plans.
6. Recommend to the Board for its approval changes to compensation policies and programs for the CEO and the Specified Executives.
7. Review and recommend to the Board for its approval all executive employment, compensation, retirement and termination arrangements.
8. Determine procedures for the Board's review of the Chief Executive Officer and for communicating such review to the Chief Executive Officer.
9. Receive from the CEO his/her review of the Specified Executives and review such evaluations.

Stock Ownership Guidelines

10. Develop, periodically review and recommend to the Board director and executive stock ownership guidelines and monitor progress toward meeting ownership guidelines.

General Compensation and Benefits Matters

11. Consult periodically with the Chief Executive Officer and the top person in charge of Human Resources, regarding compensation and benefit matters deemed appropriate by them or the members of the Committee.
12. Provide oversight regarding the Company's retirement, welfare and other benefit plans, policies and arrangements on an as-needed basis.

Tax-Qualified & Nonqualified Benefit Plans

13. Recommend to the Board for Board action (i) all Internal Revenue Service taxqualified retirement plans and all plan amendments that are non-administrative in nature, and (ii) all nonqualified benefit plans and all plan amendments that are non-administrative in nature.
14. Approve and recommend to the Board for its action:

- the designation of the trustee and the execution of trust agreements for any such plan or plans;
 - the termination, merger or consolidation of any such plan or plans; and
 - the extension of plan participation to employees of affiliates or subsidiaries.
15. Periodically review plan administration, participation and regulatory compliance of nonqualified plans.

Incentive Plans

16. Review management's recommendations for other nonexecutive corporate incentive plans and annually review plan goals and results.
17. Review and approve all equity awards granted to employees, including executive officers.

Reports

18. Prepare the report on executive compensation required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Board Compensation

19. Review director compensation practices in relation to comparable companies.
20. Recommend to Board, as appropriate, revisions to director compensation practices.
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Board Leadership

21. Develop and recommend to the Board procedures for selection of the Chairperson of the Board.
22. Develop and recommend to the Board procedures for the Board's review of the Chairperson of the Board, and for communicating such review to the Chairperson of the Board.

Board Relationship to Senior Management

23. Monitor the process and scope of director access to Company management and employees and the communications between directors and Company management and employees.

Meeting Procedures

24. Develop, in consultation with the Chairperson of the Board and the CEO, an annual meeting calendar for the Board.
25. Ensure that executive sessions take place regularly in conjunction with scheduled Board meetings.
26. Develop a process for preparing agendas for, organizing and running Board meetings in coordination with the Chairperson and CEO.
27. Determine the subject matter, detail and appropriate timing for distribution of Board materials to allow directors adequate time to review materials and prepare for meetings.

Board Committee Matters

28. Recommend to the Board, as appropriate, the number, type, functions, structure and independence of committees.
29. Annually recommend to the Board director membership on Board committees, and advise the Board and/or committees with regard to selection of Chairpersons of committees.
30. Establish and coordinate with the applicable committee Chairperson criteria and method for evaluating the effectiveness of the committees.

Management Selection and Development

31. Determine procedures for selection of the CEO and, in consultation with the CEO, other senior management.
32. Develop guidelines for and monitor compliance with long-range succession planning.
33. Develop and maintain, in consultation with the Board and the CEO, a short-term succession plan for unexpected situations affecting the CEO and senior management.
34. Monitor procedures relating to executive development.

Director Orientation and Continuing Education

35. Periodically review and recommend revisions, as appropriate, to the Company's director orientation program.

36. Monitor, plan and support budgeted continuing education activities of the directors.

Governance Policies

37. Develop and periodically review and recommend to the Board, in consultation with the Audit Committee, appropriate revisions to a code of conduct applicable to the Company's directors, officers and employees pursuant to, and, at a minimum to the extent required by, regulations applicable to the Company from time to time.

38. Develop and periodically review and recommend to the Board, in consultation with the Audit Committee, appropriate revisions to a code of ethics applicable to the Company's senior financial officers pursuant to, and, at a minimum to the extent required by, regulations applicable to the Company from time to time.

39. Monitor compliance with and the effectiveness of the aforementioned codes.

40. Consult with and support the Audit Committee with respect to the establishment of (a) procedures for receipt, retention and treatment of complaints regarding the Company's accounting, internal controls and auditing matters; and (b) procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

41. Develop, review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance; and monitor compliance with, and the effectiveness of, such principles and policies, as appropriate.

Meetings

In accordance with the applicable provisions of the Company's Bylaws, as amended from time to time, the Committee shall meet at such times and places, as the members deem advisable, and shall make such recommendations to the Board as the Committee considers appropriate. When appropriate, the Committee may meet in separate executive session with other independent directors, management, employees, general counsel, internal audit, the independent auditor or other consultants or advisors it may retain to discuss matters that the Committee or the other groups believe warrant Committee attention. The Committee will meet periodically in executive sessions of only the Committee members and, if invited by the Committee in its sole discretion, other independent members of the Board.

Minutes

Minutes of each meeting shall be prepared by the Committee Chair or by his/her designee and sent to Committee members. Following an initial review by the Committee members,

the Committee will provide the minutes to the Board. The Secretary of the Company shall archive the approved minutes. The Committee will also report to the Board on any significant matters arising from the Committee's work, including awards for top executives and special executive employment, compensation and retirement arrangements.

Evaluation

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board. The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

Revised: March 4, 2013