

ODYSSEY GROUP INTERNATIONAL, INC.
Compensation Committee Charter

Statement of Purpose

The Compensation Committee (the “Committee”) of Odyssey Group International, Inc. (“Odyssey, Company”) is a committee of the Company established to support the board of directors in fulfilling its fiduciary relating to compensation of the Company’s executive officers, the adoption of policies that govern the Company’s compensation and benefit programs, oversight of plans for executive officer development and succession, to ensure compliance with regulatory bodies where applicable, and to fulfill the responsibilities set forth in this Charter.

Organization

Charter. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

Members. The members of the Committee shall be appointed by the Board of Directors and shall meet the independence requirements of applicable law, the listing standards of an electronic trading board and applicable policies of the Board of Directors. Each member of the Committee shall be free of any relationship that the Board, in its sole discretion, believes may interfere with the exercise by a member of the member’s independent judgment in carrying out the responsibilities of a director of the Company. The Committee shall be comprised of at least three members. Committee members may be removed by the Board of Directors. The Board of Directors shall also designate a Committee Chairperson.

Meetings. In order to discharge its responsibilities, the Committee shall meet at least once each year to establish a schedule of meetings. Additional meetings may be scheduled as required.

Agenda, Minutes and Reports. The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

Attendance by Others. The Committee may have in attendance at its meetings such members of management, consultants, other directors or others as the Committee may deem necessary or desirable to provide the information the

Responsibilities

The Committee shall have the authority to undertake the specific responsibilities outlined in this Charter and to undertake such other responsibilities as the Board may determine from time to time, all in compliance with the Cortland Bank Compensation Philosophy and Objectives (the “Compensation Philosophy”).

Board Compensation

Periodically review the compensation paid to employee directors and non-employee directors, including, but not limited to retainers and meeting fees, and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.

Chief Executive Officer Compensation

1. Assist the Board in establishing CEO annual goals and objectives.
2. Recommend the CEO's annual compensation including salary, bonus, incentive and equity compensation, as applicable, to the other independent members of the Board for approval.
3. In making this recommendation, the Committee shall consider the results of the annual CEO evaluation led by the Chairman of the Governance and Nominating Committee acting as the Lead Independent Director.
4. Review the structure and competitiveness of the Company's CEO compensation programs considering the following factors: (i) the attraction and retention of the CEO; (ii) the motivation of the CEO to achieve the Company's business objectives; and (iii) the alignment of the interests of the CEO with the long-term interests of the Company's shareholders.
5. At the direction of the Chairman, the CEO may be present during deliberations or voting concerning the CEO's compensation.

Other Executive Officer Compensation

1. Oversee an evaluation of the performance of the Company's other Executive Management officers (e.g. Chief Operating Officer, Chief Financial Officer and Chief Lending Officer) and approve the annual compensation, including salary, bonus, incentive and equity compensation, for Executive Management.
2. Review the structure and competitiveness of the Company's Executive Management compensation programs considering the following factors: (i) the attraction and retention of Executive Management; (ii) the motivation of Executive Management to achieve the Company's business objectives; and (iii) the alignment of the interests of Executive Management with the long-term interests of the Company's shareholders.
3. Review and approve compensation packages for new members of Executive Management and termination packages for members of Executive Management.

Development and Succession Planning

Review and discuss with the CEO and report to the Board plans for Executive Management development and corporate succession plans for the CEO and other members of Executive

Management and, to the extent applicable, other officers.

General Compensation Oversight

1. Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate, including:
2. Provide guidance to management on significant issues affecting the Compensation Philosophy.
3. Provide input to management on whether compensation arrangements for Company executives incentivize unnecessary and excessive risk taking.
4. Receives updates as to the annual incentive compensation goals and administrative practices for each of the employee groups or business unit incentive plans. Considers Compensation and
5. Benefits Committee recommendations, including those generated through audit engagements, in enhancing and/or revising incentive plan provisions and/or aspects of plan administration to align with industry “best compensation practices.”

Equity and Other Benefit Plan Oversight

1. Serve as the "Committee" established to administer the Company's equity-based plans and perform the duties of the Committee under those plans. The Compensation Committee may delegate those responsibilities to the Compensation and Benefits Committee comprised of senior management personnel as it deems appropriate.
2. Appoint and remove plan administrators and investment advisors for the Company's retirement plans for the Company's employees and perform other duties that the Board may have with respect to the Company's retirement plans. The Directors' Compensation Committee may delegate those responsibilities to the Compensation and Benefits Committee comprised of senior management personnel as it deems appropriate.

Compensation Consultant Oversight

1. Retain and terminate compensation and legal consultants that advise the Committee, as it deems appropriate, including approval of the consultants' fees and other retention terms.
2. Ensure that the compensation consultant retained by the Committee is independent of the Company.

Disclosure

Discuss with Compensation and Benefits Committee the Company's disclosure of executive and director compensation for the annual proxy statement and; based on the review and discussion, recommend to the Board that the disclosures be included in the Company's annual report or annual

proxy statement; and produce an annual report of the Compensation Committee on executive compensation for the Company's annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission rules and regulations and relevant listing authority.

Other Responsibilities

1. Regularly review and make recommendations to the Board about changes to the charter of the Committee.
2. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.
3. Maintain oversight regarding SEC /etc. compliance