

**VIRIDIUM PACIFIC GROUP LTD.**  
**(the “Corporation”)**

**CORPORATE GOVERNANCE CHARTER**

This Charter governs the operations of the Governance and Nominating Committee of the Board of Directors of Viridium Pacific Group Ltd. (the "Committee"). The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval. This Charter may be amended only by the affirmative vote of the Board of Directors.

**Organization**

The Committee shall be appointed annually by the Board of Directors and shall comprise at least three directors, each of whom has been affirmatively determined by the Board to be independent of the Corporation. A director shall not be considered independent if he or she (i) has a material relationship with the Corporation or any of its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation or a subsidiary and determined not merely from the standpoint of the director but also from that of organizations with which the director is affiliated) that may interfere with the exercise of his or her independence from management and the Corporation; or (ii) does not meet any other independence requirement under applicable laws, rules or stock exchange listing standards. Members of the Committee may be removed by the Board of Directors in its discretion.

**Meeting**

The Committee shall meet as often as it deems necessary to fulfill its responsibilities and shall report to the Board of Directors following each meeting. The Committee may delegate any of its responsibilities to one or more subcommittees, each of which shall be composed of three or more members, as it may deem appropriate.

**Purpose**

The purpose of the Committee shall be to identify qualified individuals to become members of the Board, to recommend to the Board nominees to be submitted to the shareholders for election as directors at each annual meeting and to develop and recommend to the Board corporate governance principles applicable to the Corporation.

**Responsibilities and Processes**

The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The following shall be the principal duties and responsibilities of the Committee and are set forth as a guide, with the understanding that the Committee may supplement them as appropriate:

- (i) The Committee shall conduct the search for and identify individuals qualified to become members of the Board of Directors to fill new positions and vacancies on the Board of Directors and shall recommend to the Board the slate of director nominees for shareholder approval at each annual meeting. As part of this process, the Committee shall consult with the board members, management and others and shall give consideration to candidates recommended by shareholders. The Committee shall consider the background and reputation of potential nominees in terms of character, personal and professional integrity, business and financial experience and acumen, how they would complement the other Board members in providing a diversity of expertise and experience, their availability to devote sufficient time to Board duties and any other criteria established by the Board. In considering whether to recommend a director for reelection, the Committee shall consider the individual's past attendance at meeting and participation in and contributions to the activities of the Board and committees thereof. The Committee shall specifically consider the effect of any change in a director's principal occupation or business association from that held when he or she became a member of the Board and the appropriateness of continued membership under the circumstances.
- (ii) The Committee shall adopt procedures to be followed by shareholders in submitting recommendations of director candidates for consideration by the Committee;
- (iii) The Committee shall have sole authority to retain, at the Company's expense, and terminate any search firm to be used to identify director candidates, and any legal and other advisor that it deems necessary for the fulfillment of its responsibilities, including the sole authority to approve fees and other retention terms.
- (iv) The Committee shall periodically assess the current structure and operations of the committees of the Board of Directors and recommend changes to the Board.
- (v) The Committee shall recommend to the Board of Directors, after consultation with the Chairman of the Board and Chief Executive Officer, the members and chairs of the other committees of the Board, who shall be appointed annually at the meeting of the Board following the annual meeting of shareholders, and shall recommend directors to fill committee vacancies as they occur, taking into account the special skills required for service on particular committees, past performance on the Board and committees and such other factors as the Committee deems appropriate. The Committee shall ensure that committee members meet the qualifications on independence and other criteria established by applicable laws, rules and stock exchange listing standards.

- (vi) The Committee shall develop and recommend to the Board corporate governance guidelines compliant with the rules of the Toronto Stock Exchange and shall review such guidelines at least annually and recommend changes as necessary.
- (vii) The Committee shall establish a process for shareholders to send communications directly to the members of the Board of Directors.
- (viii) The Committee shall develop and recommend to the Board procedures for the evaluation and self-evaluation of the Board and its committees and shall oversee the evaluation process.
- (xi) The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.