

SAFESPACE GLOBAL CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purposes of the Committee

The primary purposes of the Nominating and Governance Committee (the "Committee") are to monitor compliance with good corporate governance standards; to identify individuals qualified to become Board members; to recommend to the Board director nominees for election at the annual meeting of shareholders or for election by the Board to fill open seats between annual meetings; to recommend to the Board committee appointments for directors; to review and make recommendations to the Board regarding non-employee director compensation; and to develop and recommend to the Board corporate governance guidelines applicable to the Corporation.

II. Committee Membership

The Committee shall have at least three members. Committee members shall be appointed by the Board from among its members and may be removed by the Board at any time. Each member of the Committee must satisfy such criteria of independence as the Board may establish and such additional regulatory or listing requirements as the Board may determine to be applicable or appropriate. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate governance. The actual number of members shall be determined from time to time by resolution of the Board. Two members of the Committee shall constitute a quorum thereof.

III. Committee Structure and Operations

The Chair of the Committee shall be designated by the Board. The Committee Chair, in consultation with members of the Committee, shall determine the schedule of regular Committee meetings and topics to be covered. In addition to the regular meeting schedule established by the Committee, the Chair of the Committee may call a special meeting at any time.

The Secretary of the Corporation shall be the Secretary of the Nominating and Governance Committee unless the Committee designates otherwise.

In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

The Committee may establish subcommittees consisting of one or more members to carry out such duties as the Committee may delegate.

IV. Committee Activities

The following shall be the common recurring activities of the Committee in carrying out its purposes. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Review the Corporation's Corporate Governance Guidelines at least annually, and make such recommendations to the Board with respect thereto as it may seem advisable.
2. Review qualifications of individuals suggested as potential candidates for director of the Corporation, including candidates suggested by shareholders, and consider for nomination any of such individuals who are deemed qualified.
3. Recommend to the Board the nominees to be proposed by the Board for election as directors of the Corporation at the annual meeting of shareholders.
4. Recommend to the Board candidates for election as directors of the Corporation to fill open seats on the Board between annual meetings, including vacancies created by an increase in the authorized number of directors.
5. Review requests by directors to accept a seat on any additional company board and refer the matter to the Board with the Committee's recommendation whether exception to such request should be taken.
6. Review at least annually the service of all directors on the boards of other companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable.
7. Consider resignations tendered by directors in the event of retirement or other substantial change in the nature of the director's employment or other significant responsibilities or in the event a nominee standing for election by shareholders in a non-contested election receives a greater number of votes against his or her election than votes for such election, excluding abstentions and, in any such case, refer the matter to the Board with the Committee's recommendation whether such resignation should be accepted.
8. Review the remuneration of non-employee directors, including present plans, programs or arrangements, and any proposed new plans, programs or arrangements, for the benefit of non-employee directors, and make such recommendations to the Board with respect thereto as it may deem advisable.
9. Provide comments and suggestions to the Board concerning committee structure of the Board, committee operations, committee member qualifications, and committee member appointment.

10. Establish and maintain procedures for interested parties to communicate with the non-employee directors
11. Establish and maintain procedures for the review of "related person transactions" as defined by SEC rules, and make recommendations to the Board as to whether or not transactions reviewed by the Committee are required to be reported and/or approved.
12. Review any allegation that an executive officer or director may have violated the Corporation's Standards of Business Conduct and report its findings to the Board and the General Auditor.
13. Provide oversight of the performance and effectiveness of the self-evaluation process for the Board and its committees.
14. Review any director candidate nominated for election pursuant to the proxy access or advance notice provisions of the By-Laws and related supporting materials to determine compliance with the requirements of such provisions, and make recommendations to the Board with respect thereto.
15. Take such other actions and do such other things as may be referred to it from time to time by the Board.

V. Committee Evaluation

The Committee will annually complete a self-evaluation of its own performance and effectiveness and will consider whether any changes to the Committee's charter are appropriate.

VI. Committee Reports

The Chair of the Committee will report regularly to the full Board on the Committee's activities, findings, and recommendations, including the results of the Committee's self-evaluation and any recommended changes to the Committee's charter.

VII. Resources and Authority of the Committee

The Committee has the authority, in its sole discretion, to retain and oversee the work of such outside advisors, including legal counsel or other experts, as it deems appropriate; to approve the fees and expenses of such advisors with funding provided by the Corporation; and to incur such other ordinary administrative expenses as are necessary or appropriate in carrying out its duties. Without limiting the foregoing, the Committee will have sole authority to retain and terminate any search firm to be used by the Committee to identify director candidates and any consultant used by the Committee to evaluate non-employee director compensation.