VERSANT

Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the "Committee") of Versant Media Group, Inc. and its consolidated subsidiaries (the "Company") is established by the Board of Directors of the Company (the "Board") to:

- identify individuals qualified to become Board members, and recommend to the Board director nominees for election;
- recommend to the Board directors for appointment to Board committees;
- develop and oversee annual self-evaluation processes for the Board and Board committees;
- develop, review and recommend to the Board changes to the Corporate Governance Guidelines of the Company, and oversee compliance with such Guidelines; and
- provide general oversight of the Company's community impact initiatives.

Membership

The Committee shall consist of at least three members, comprised solely of independent directors as defined under The Nasdaq Stock Market LLC ("Nasdaq") rules. The Committee shall recommend to the Board nominees for appointment to the Committee. Committee members may be removed, with or without cause, by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Authority and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee shall:

Board and Committee Nominees

- Oversee searches for and identify qualified individuals for membership on the Board.
- Establish criteria for Board membership, including as to director independence, and recommend individuals for membership on the Board and directors for appointment to the committees of the Board, including committee chairs. In making its recommendations, the Committee shall:
    - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria established by the Committee (and taking into account any standards required under law or Nasdaq rules for committee membership purposes);
    - in evaluating current directors for renomination to the Board, assess the performance of each such director, including director time commitments; and

- periodically review the composition of the Board and its committees in light of the current and anticipated needs of the Board and each committee.

- Recommend to the Board candidates for election by the Board as necessary to fill vacancies and newly created directorships.

Evaluating the Board and Its Committees

- Assess the qualifications, contributions and independence of new director nominees and incumbent directors in determining whether to recommend them for election or reelection, as applicable, to the Board.
- Recommend to the Board the Company's candidates for election or reelection to the Board at each annual meeting of shareholders (or, if applicable, at a special meeting of shareholders).
- Annually lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively, oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- Periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.
- Regularly review the Board's leadership structure and recommend changes to the Board as appropriate.

Corporate Governance and Other Matters

- Review and recommend to the Board the Corporate Governance Guidelines for the Company, and periodically review and reassess the adequacy of such Guidelines and recommend any proposed changes to the Board; and
- Be responsible for any tasks assigned to it in the Corporate Governance Guidelines.
- Review potential conflicts of interest involving directors and determine whether such director or directors may participate or vote on any issue as to which there may be a conflict.
- Periodically review and assess the Company's community impact report and the Company's significant community impact risks and trends.
- Oversee the Company's approach to political and lobbying activities, receive periodic reports on the Company's compliance program for political contributions, lobbying and trade association activities and periodically review the Company's Statement on Political and Trade Association Activity.

Reporting to the Board

- Regularly report the Committee's actions and recommendations to the Board.
- At least annually, evaluate its own performance and report to the Board on such evaluation.
- Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members and management, shall determine the frequency and length of the Committee meetings and develop meeting agendas consistent with this Charter.

The Committee has the sole authority (without seeking Board approval) to retain, obtain advice from, oversee and terminate outside advisors to assist it in fulfilling its duties, including the sole authority, with full access to funding from the Company, to approve fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company; provided, however, that the Committee shall not delegate any power of authority required by any law, regulation or listing standard be exercised by the Committee.