

**CIBT EDUCATION GROUP INC.**  
**(the “Company”)**

**CORPORATE GOVERNANCE CHARTER**

**A. Responsibilities**

The duties and responsibilities of the corporate governance committee (the “**Committee**”) are as follows:

1. to develop and recommend to the Company’s board of directors (the “**Board**”) a set of corporate governance principles suitable to the size of the Company and its stage of development, and to review those principles at least once a year and suggest alterations as may become appropriate;
2. to review and approve corporate policies such as disclosure policies, insider trading policies, confidentiality policies and corporate codes of conduct, conflict of interest policies and other relevant policies associated with ensuring an effective system of corporate governance;
3. to stay abreast of corporate governance developments and to respond to applicable corporate governance guidelines and rules;
4. to ensure that appropriate processes are established by the Board to oversee the Company’s investor relations and public relations activities and to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns;
5. to assist in the proper delineation of the roles, duties and responsibilities of management and the Board and delegation of authority by the Board to its committees and to management;
6. in consultation with the chairman of the Board, to establish procedures for meetings of the Board and to otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest;
7. to maintain an orientation and educational program for new directors in order to familiarize new directors with the business of the Company, its management and professional advisors and its facilities;
8. to review related party transactions to ensure that they reflect market practice and are in the best interests of the Company;
9. to assist the Board in its annual review and revision of the written objectives of the Company’s chief executive officer (the “**CEO**”) and guidance for the development of corporate strategy;
10. to assist the Board in assessing and evaluating CEO performance;
11. to ensure that an effective CEO succession plan is in place, including emergency succession; and
12. to oversee the evaluation of the Board, committees of the Board and the contribution of individual directors.

## **B. Procedures**

1. The Committee shall consist of three or more directors, a majority of whom shall qualify as an “unrelated or “independent” director under applicable securities laws and applicable stock exchange rules.
2. The chair of the Committee (the “**Committee Chair**”) shall be appointed by the Board from time to time. In the absence of the Committee Chair from any meeting of the Committee, the members shall elect a chair of that meeting from those in attendance.
3. The Committee Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Committee Chair.
4. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum.
5. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of the Company or otherwise determined by resolution of the Board.
6. The Committee will meet as many times as is necessary to carry out its responsibilities. The Committee Chair or any two members of the Committee may call meetings.
7. The Committee shall have access to all books and records of the Company as may be necessary for the execution of the Committee’s obligations, and shall be authorized to discuss with the CEO or the Company’s chief financial officer such records and other matters considered appropriate.
8. The Committee may engage the services of an outside advisor (including legal counsel) if such services are deemed necessary to be necessary or appropriate.
9. The Company shall pay for the expenses incurred by the Committee in carrying out its responsibilities.

## **C. Reports**

1. The Committee shall produce an annual report of the Committee outlining the significant activities of the Committee which may take the form of an oral report from the Committee Chair or any other members of the Committee designated by the Committee to make the report.
2. The Committee shall report on corporate governance as required by disclosure requirements under securities laws and stock exchange requirements applicable to the Company.