



LIGHTSCAPE TECHNOLOGIES INC.
(the "Company")

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(the "Charter")

Adopted by the Board of Directors December 31, 2008

I. Purpose of Nominating and Corporate Governance Committee

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to:

1. Identify individuals qualified to become directors on the Board of Directors of the Company (the "Board") or any of its committees, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, such director nominees, whether at the next annual meeting of the shareholders or otherwise.
2. Periodically evaluate the qualifications and independence of each director on the Board or its various committees and recommend to the Board, as the Committee may deem appropriate, any recommended changes in the composition of the Board or any of its committees.
3. Develop and recommend to the Board corporate governance principles applicable to the Company, and oversee the application of such corporate governance principles.
4. Annually assess the performance of the Board.
5. Take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section VI of this Charter.

From time to time, this Charter shall be amended, published, distributed, filed, and/or reported as deemed appropriate by the Board, to the extent applicable to the Committee, as may be required by applicable laws or rules of various regulatory agencies, such as the listing standards promulgated by the NASDAQ Stock Exchange.

II. Composition and Qualifications

The Committee shall be comprised of members of the Board, the number of which shall be fixed from time to time by resolution adopted by the Board. Each director of the Committee shall be determined by the Board to meet the qualifications of an “independent director” as defined in Item 407(a) of Regulation S-K and the rules and regulations promulgated by the SEC thereunder, and as defined in Rule 4200(a)(15) of the NASDAQ Stock Market Rules.

III. Appointing Committee Members

The Chairperson and each other member of the Committee shall be appointed by the Board and shall serve until such member’s successor is appointed and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or ceasing to be an “independent director” as required in Section II of this Charter. Vacancies on the Committee will be filled by the Board.

IV. Chairperson

The Board, or in the event of its failure to do so, the members of the Committee, must appoint a chairperson from the directors of the Committee (the “Chairperson”). If the Chairperson of the Committee is not present at any meeting of the Committee, an acting Chairperson for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chairperson shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director. All requests for information from the Company shall be made through the Chairperson.

V. Meetings

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the directors thereof provided that:

1. A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of meeting.
2. The Committee shall meet as often as it deems necessary, but at least annually.
3. Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the Committee at least 48 hours prior to the time of such meeting.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall make regular reports of its meetings to the Board, directly or through its Chairperson, accompanied by any recommendations to the Board approved by the Committee.

VI. Authority, Duties and Responsibilities

The Committee shall have the authority to (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities, including, without limitation, the retention of a search firm to assist the Committee in identifying, screening and attracting director nominees; and (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and independent accountants, to meet with the Committee or any of its advisors and to respond to their inquiries.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The basic responsibility of the directors of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that responsibility, the Committee should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the extent it deems necessary or appropriate.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate:

1. Review the suitability of each Board director for continuing service when his or her term expires or when he or she has a significant change in status.
2. As needed, seek and evaluate qualified individuals to become new directors and serve on the Board. Review and develop the Board's criteria for selecting such new directors, including standards for director independence. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board.
3. Select or recommend that the Board select such director nominees for the annual meeting of the shareholders of the Company.
4. Consider any nominations for Board directors validly made by the shareholders of the Company.
5. Review from time to time the structure of the Board's various committees and review and make recommendations to the Board concerning qualifications, appointment and removal of directors from such committees.

6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee shall review the guidelines annually, or more frequently as circumstances dictate, and recommend changes to the Board as necessary.
7. Monitor and assess the Company's compliance with the corporate governance requirements established under the Sarbanes-Oxley Act of 2002 and other applicable corporate governance laws and regulations, such as the corporate governance standards promulgated by the NASDAQ Stock Exchange.
8. Report to the Board after each Committee meeting.
9. Call upon the secretary of the Company for administrative support and background and procedure information regarding corporate governance matters when necessary and considered appropriate.
10. Develop procedures for and conduct the annual review of the performance of the Board, and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
11. Establish the standards for and annually review and evaluate each Board committee's annual self-performance evaluation and provide a report on such evaluations to the Board.
12. Oversee the Board's evaluation of senior management.
13. Take such steps as the Committee deems necessary or appropriate with respect to orienting new directors and continuing education for existing directors.
14. In its sole discretion, retain, amend the engagement with, and terminate any search firm used to assist the Committee in identifying, screening and attracting director nominees. The Committee shall also have the sole authority to approve the fees and other retention terms of the search firms and to cause the Company to pay such fees and expenses of such search firms. The Committee shall also have the authority, in its sole discretion, to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay such fees and expenses of such outside advisors.
15. Review and evaluate, at least annually, the adequacy of the Charter and the performance of the Committee and its members and report its conclusions to the Board. The Committee shall determine whether any changes to the Charter are advisable or any corrective actions should be undertaken to correct any deficiencies or weaknesses noted in the review and evaluation. The Committee shall present any amendments to the Charter or corrective actions that the Committee considers necessary or appropriate to the Board for its approval.

16. Perform such other functions consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.