

GENESIS GROUP HOLDINGS, INC.

Governance and Nominating Committee Charter

Adopted November __, 2012

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Genesis Group Holdings, Inc. (the “Company”) shall:

- A. identify and nominate candidates for election or appointment to the Board;
- B. recommend the composition of the Board’s committees;
- C. develop, implement and review the Company’s corporate governance policies;
and
- D. oversee the evaluation of the Board and its committees.

I. Committee Composition; Membership; Meetings

The Committee will be comprised of at least three members of the Board, each of whom in the judgment of the Board qualifies as an “independent director” in accordance with the rules of the exchange or over the counter trading system on which the Company’s common stock is traded from time to time (the “Listing Standards”) and applicable law. The Chairperson and members of the Committee shall be appointed by the Board and may be removed by the Board at its discretion. The Committee shall meet at least four times annually. A special meeting may be called in accordance with the Company’s bylaws. The Chairperson, in consultation with the Committee members and management (if appropriate), will set the agenda for each meeting and, when practicable, circulate it to each member of the Committee prior to the meeting date. Minutes of each Committee meeting or action will be kept in the Company’s minute book.

II. Duties and Responsibilities

Seeking Candidates; Search Consultants. The Committee shall assist the Board and the CEO in identifying and evaluating individuals qualified to become Board members, and shall approve the candidates to be appointed to the Board or nominate the candidates to be submitted to the stockholders for election at the annual meeting (or any special meeting at which directors are elected) of stockholders. The Committee shall have the authority to retain and terminate any search consultants to be used, in the Committee’s discretion, to identify, screen, or attract director candidates.

Recommend Approval or Rejection of Candidates. The Committee shall review, investigate, and determine, in such consultation with the CEO and the Board as it deems appropriate, whether it will accept or reject for nomination for election as a director each potential nominee suggested by any stockholder of the Company.

Composition of the Board. The composition of the Board will depend not only on the character and capacities of the members on the Board taken individually, but also on their collective strengths. Consequently, the Board should be composed of, without limitation:

- A. Directors chosen with a view to bringing to the Board a variety of experience and backgrounds;
- B. Directors who the Committee believes will represent the balanced best interests of the stockholders as a whole rather than special interest groups or constituencies; and
- C. Normally, the Company's Chief Executive Officer.

Selection Criteria. In considering possible candidates for appointment or election as a director of the Company, the Committee and other directors should be guided in general by the composition guidelines established above and by, among other applicable guidelines, the following:

- A. Each director should be chosen without regard to sex, race, age, religion, or national origin;
- B. Each director should be an individual of the highest character and integrity and have an inquiring mind, vision, and the ability to work well with others;
- C. Each director should be free of any conflict of interests that would violate applicable law or regulations or interfere with the proper performance of the responsibilities of a director;
- D. Each director should possess substantial and significant experience that would be of particular importance to the Company in the performance of the duties of a director; and
- E. Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.

Orientation and Education. The Committee shall determine any orientation plan or program for new directors. In addition, the Committee shall consider from time to time whether any particular director should attend any continuing education programs for directors or any such program for the entire Board.

Continued Board and Committee Membership. The Committee shall review the suitability of each director for continued service on the Board and each relevant committee thereof (a) annually and (b) at any time at which the director has a significant change in principal occupation or business association.

Board Committee Qualifications and Assignments. The Committee shall make recommendations to the Board as to qualifications of members of the Board's committees. The Committee shall recommend committee assignments for directors to the Board as openings occur on committees of the Board, or as rotations of committee assignments are deemed advisable by the Committee.

The Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, with due consideration of each committee's annual assessment of its composition, performance, and effectiveness, the views of the CEO, and whether each director recommended to be assigned to a committee is "independent" pursuant to applicable standards.

Assess Performance. The Committee annually shall facilitate a self-evaluation and peer review process for the Board and each committee and report to the Board on the composition, performance, and effectiveness of the Board and each Board committee to facilitate the directors' fulfillment of their responsibilities as directors in a manner that serves the interests of the stockholders of the Company.

Corporate Governance Policies. The Committee periodically shall reassess, and, in the Committee's discretion, recommend to the Board changes to, the Company's Certificate of Incorporation, Bylaws, Corporate Governance Policies, and Code of Ethics, committee charters, any insider trading policy, and any other present or future policies of the Company as they relate to corporate governance matters. The Committee may adopt any proposed changes to such policies or procedures on an interim basis as and when necessary to reflect immediate changes in applicable laws or rules, followed by recommending such interim changes to the Board for ratification and adoption as permanent policies.

Policies on Conflicts of Interest. The Committee shall evaluate and in its discretion may consent to, or recommend to the Board that it consent to, each planned change of principal occupation or business association of a director or any transaction or business arrangement that creates or appears to create a conflict of interest that is required to be pre-authorized or waived by the Company's Code of Ethics.

Succession Planning; Management Development. The Committee shall review the CEO's periodic report to the Board on succession planning and management development. The Committee shall monitor issues associated with executive officer succession and management development, discuss the same with the CEO and regularly report on these issues to the Board. As part of this responsibility, the Committee should monitor issues associated with preparedness for the possibility of an emergency situation involving senior management, the long-term growth and development of the senior management team, and identifying the CEO's and other executive officers' successors.

Credential Verification. The Committee shall review any material discrepancies that may be identified during any credential verification process with respect to the Company's directors or executive officers, and shall recommend to the Board appropriate actions to be taken in connection with any material discrepancy, including without limitation financial penalties and/or termination of service.

Consultants and Advisors. The Committee shall have the authority to retain and terminate any consultants, outside counsel, and other advisors as it deems appropriate to assist in carrying out its duties. The Committee shall have the sole authority to approve the fees and other retention terms of such consultants, counsels or advisors.

Access to Management and Employees. The Committee shall have full access to the Company's executives and personnel as necessary to carry out its responsibilities.

Indemnification Arrangements. The Committee shall review periodically the adequacy of the indemnification arrangements, including agreements and provisions of the Bylaws and Certificate of Incorporation, in effect for the agents, officers and directors of the Company and its subsidiaries.

Insurance Coverage. The Committee shall review periodically the adequacy of the insurance coverage available for the officers, directors and other covered persons of the Company and its subsidiaries.

Annual Review. The Committee is responsible for implementing the process for and annually conducting a self-evaluation of the Committee and its members. The Committee annually will review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Reports and Recommendations. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.

Other Activities. The Committee may perform any other activities consistent with this charter, the Company's bylaws and applicable laws that the Board or the Committee determines are necessary or appropriate.