

CHARTER FOR THE GOVERNANCE, COMPENSATION AND NOMINATION COMMITTEE OF SITESTAR CORPORATION

I. PURPOSE

The primary functions of the Governance, Compensation and Nomination Committee (the “Committee”) of Sitestar Corporation (the “Company”) is to assist the Board of Directors (the “Board”) by:

1. Recommending to the Board corporate governance guidelines applicable to the Company;
2. Identifying, reviewing, evaluating and recommending individuals qualified to become members of the Board and its committees;
3. Evaluating and recommending to the Board the compensation of the Board and its committees;
4. Reviewing the effectiveness and performance of the Board and its members;
5. Assess and review risks associated with the Company and if necessary recommend mitigation actions to the Board;
6. Setting the compensation of the Chief Executive Officer and performing other compensation oversight; and
7. Assisting the Board with other related tasks, as assigned from time to time.

The committee will fulfill these responsibilities by carrying out the activities described in Section V of this charter.

II. MEMBERSHIP

1. The Committee shall consist of a minimum of three directors, each of whom shall be independent (as such terms are defined by applicable laws and regulations or the Company’s corporate governance policies). Committee members shall meet the independence requirements of the US stock market on which the Company’s common stock is listed and all applicable laws and regulations.
2. Committee members shall be generally acquainted with corporate governance and compensation issues and have experience in one or more of the areas of the Committee’s responsibilities.
3. The members of the Committee, including the chairperson of the Committee (the “Chair”), shall be elected by the Board annually. In the absence of the election of a Chair by the Board, the members of the Committee shall elect a chair by a majority vote of the Committee members. Members shall be replaced by the Board at any time, but shall otherwise serve until their successor has been named.
4. The Committee may invite at its discretion management to attend a meeting. Management will attend any meeting if it is invited by the Committee.

III. OPERATIONS

1. The Committee shall meet at least once a year at the call of the Chair. Additional meetings may occur as any members of the Committee requests or the Chair deems advisable.

2. All members are expected to attend in person or via teleconference.
3. Minutes of the meetings will be recorded and maintained by the Committee.
4. The Committee shall be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as the Board.
5. The Committee is authorized to adopt its own rules of procedure as long as its not inconsistent with any provision this Charter, any provision of the Bylaws of the Company or the laws of the state of Nevada.

IV. AUTHORITY

1. The Committee will have the authority to retain or terminate counsel or advisors to assist in the performance of the Committee's duties after considering the independence of the advisor's independence from management. The Committee will be responsible for the appointment, compensation and oversight of the work performed by the advisor and shall have sole authority to approve the advisor's fees and other terms and conditions of the advisor's retention. The Company will provide appropriate funding for counsel and advisors.
2. The Committee will report to the Board at its subsequent meeting after each Committee meeting.

V. RESPONSIBILITIES

1. Annually review its performance relative to the Committee's purpose and responsibilities.
2. Assist in identifying, interviewing and recruiting candidates for the Board.
3. Reviewing incumbent or proposed director's qualifications including capability, ability to serve, independence, conflicts of interest and other relevant factors.
4. Initially develop, annually review and monitor and if necessary revise corporate governance guidelines.
5. Develop and recommend to the Board policies designed to provide effective and efficient governance including but not limited to policies for evaluation of Board members and the Chair and succession planning for the CEO, the Chairman of the Board and other Board leaders.
6. Annually review and if necessary make recommendations about changes to the GNC committee charter.
7. Review and recommend corporate goals and objectives relevant to the CEO's compensation and evaluate the CEO's performance relative to those goals and objectives and recommend the CEO's compensation to the Board annually.
8. Make recommendation to the Board with respect to non-CEO executive compensation.
9. Make recommendations to the Board with respect to non-management Board compensation.
10. Annually perform a risk assessment of the Company and provide if necessary mitigation recommendations to the Board
11. Any other duty assigned by the Board.