

VIASPACE Inc.

CHARTER
of the
GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF
DIRECTORS

The Board of Directors (the “Board”) of VIASPACE Inc. (the “Company”), hereby confirms the role of the Governance and Nominating Committee (the “Committee”) to advise the Board with respect to fulfilling its oversight responsibilities relating to overseeing the corporate governance process of the Company and the nomination of Directors and Board committee members.

1. Members

The Board of Directors shall appoint a Governance and Nominating Committee of at least two members, consisting entirely of independent directors, and shall designate one member as chairperson. For purposes hereof, an "independent director" is a director who meets the NASDAQ definition of "independent director," as determined by the Board of Directors. Each Committee member shall be subject to reconfirmation annually and may be removed by the Board of Directors in its discretion.

2. Purposes, Duties, and Responsibilities

The purpose of the Governance and Nominating Committee shall be to identify individuals qualified to become Board members, recommend to the Board director candidates for election at the annual meeting of stockholders and perform a leadership role in shaping the Company's corporate governance. The duties and responsibilities of the Governance and Nominating Committee shall be to:

- a. Develop criteria for identifying and evaluating candidates for the Board. These criteria include, among other things, an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Governance and Nominating Committee considers these criteria in the context of an assessment of the perceived needs of the Board as a whole and seeks to achieve a diversity of occupational and personal backgrounds on the Board.
- b. Identify, review the qualifications of, and recruit candidates for the Board.
- c. Oversee a periodic evaluation of the Board, including an assessment of the contributions and independence of each of the incumbent directors.

- d. Establish a procedure for the consideration of Board candidates recommended by the Company's stockholders.
- e. Recommend to the Board candidates for election or reelection to the Board at each annual stockholders' meeting.
- f. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- g. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- h. Recommend to the Board candidates for appointment to Board committees.
- i. Establish a code of conduct for directors, officers and employees which focuses attention throughout the company on the obligation of ethical conduct. Such a code of conduct shall include enforcement mechanisms to deal fairly and promptly with questionable behavior and shall be publicly available.
- j. Annually evaluate the performance of the Governance and Nominating Committee and the adequacy of the Committee's charter.
- k. Perform such other duties and responsibilities as are consistent with the purpose of the Governance and Nominating Committee and as the Board or the Committee deems appropriate.

3. Outside Advisors

The Governance and Nominating Committee shall have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

4. Meetings

The Governance and Nominating Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Governance and Nominating Committee constitutes a quorum. The Governance and Nominating Committee shall report regularly to the full Board with respect to its meetings.