

**CHARTER FOR THE NOMINATING AND
GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS OF LOOKSMART, LTD.**

I. Purpose

The purpose of the Nominating and Governance Committee is to ensure that the Board of Directors is appropriately constituted to meet its fiduciary obligations to the stockholders and the Company. To accomplish this purpose, the Nominating and Governance Committee develops and implements policies and processes regarding corporate governance matters, assesses Board membership needs and makes recommendations regarding potential director candidates to the Board of Directors.

II. Responsibilities

1. Evaluate the current composition, organization and governance of the Board of Directors and its Committees, determine future requirements and make recommendations to the Board for approval.
2. Determine desired board skills and attributes and conduct searches for prospective board members whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors.
3. Administer the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
4. Evaluate and make recommendations to the Board of Directors concerning the appointment of Directors to Board Committees, the selection of Board Committee Chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.
5. Evaluate and recommend termination of membership of individual directors in accordance with the Board's corporate governance principles, for cause or for other appropriate reasons.
6. Evaluate and consider matters relating to the qualifications, retirement and compensation of Directors.

III. Membership and Organization

The Committee will consist of at least two (2) members of the Board. The members of the Committee and the Committee Chair will be appointed by and will serve at the discretion of the Board of Directors.

IV. Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.
3. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.