

**Visionary Education Technology Holding Group Inc.**

**("VEDU" or "Company")**

**Governance, Nominating and Compensation Committee Charter**

**Board of Directors**

**Approved by the Board (Oct 15, 2021)**

**1. Purpose**

The primary purpose of the Governance, Nominating and Compensation Committee (the "**Committee**") is to assist the Company's Board of Directors (the "**Board**") in fulfilling its overall responsibilities to oversee to develop and recommend to the Company's "**Board**" a set of corporate governance principles and practices suitable to the size and nature of the Company. This includes the operation of the Board, the compositing of the Board as well compensation for Directors and Officers.

**2. Membership**

The Committee shall be comprised of not less than three members of the Board, the majority of whom shall be "independent".

Each Committee member will be appointed by the Board for a term expiring at the next annual general meeting and may serve any number of consecutive terms. At the beginning of each fiscal year, the Board will appoint a chairperson, who must be an independent director.

**3. Meetings**

The Committee is required to meet at least once per fiscal quarter.

The Committee chairperson shall, in consultation with management, establish the agenda for each meeting and ensure agenda materials are circulated to members in advance of each meeting such that sufficient time is provided for members to review the materials.

The Committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose and shall distribute such minutes to the Board.

A majority of the members of the Committee shall constitute a quorum thereof. Questions arising shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes, the chairperson shall not have a second or casting vote.

#### **4. Authority**

The Committee shall have the power, authority and discretion delegated to it by the Board which shall not include the power to change the membership of or fill vacancies in the Committee.

The Committee shall conform to the regulations which may from time to time be imposed upon it by the Board. The Board shall have the power at any time to revoke or override the authority given to or acts done by the Committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the Committee or fill vacancies in it as it shall see fit.

#### **5. Resolutions**

A resolution approved in writing by all of the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

#### **6. Duties and Responsibilities**

The duties and responsibilities of the corporate governance committee (the “**Committee**”) are as follows:

1. to develop and recommend to the Company’s board of directors (the “**Board**”) a set of corporate governance policies suitable to the size of the Company and its stage of development, and to review those policies once a year and suggest alterations as may become appropriate;
2. to review and approve corporate policies such as disclosure policies, insider trading policies, confidentiality policies and corporate codes of conduct, conflict of interest policies and other relevant policies associated with ensuring an effective system of corporate governance;
3. to stay abreast of corporate governance developments and to respond to applicable corporate governance guidelines and rules;
4. to ensure that appropriate processes are established by the Board to oversee the Company’s investor relations and public relations activities and to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns;
5. to assist in the proper delineation of the roles, duties and responsibilities of management and the Board and delegation of authority by the Board to its committees and to management;

6. in consultation with the chairman of the Board, to establish procedures for meetings of the Board and to otherwise ensure that processes, procedures and structures are in place to ensure that the Board functions independently of management and without conflicts of interest;
7. to maintain an orientation and educational program for new directors in order to familiarize new directors with the business of the Company, its management and professional advisors and its facilities;
8. to review related party transactions to ensure that they reflect market practice and are in the best interests of the Company;
9. to assist the Board in its annual review and revision of the written objectives of the Company's chief executive officer (the "CEO") and guidance for the development of corporate strategy;
10. to assist the Board in assessing and evaluating CEO performance;
11. to ensure that an effective CEO succession plan is in place, including emergency succession;
12. to oversee the evaluation of the Board, committees of the Board and the contribution of individual directors;
13. to determine the salary and benefits of the Company's executive officers, subject to the terms of any existing contractual arrangements;
14. to oversee the compensation structure and benefit plans and programs of the Company, including but not limited to the compensation of the Company's directors;
15. to review annually the Company's stock option plan and to review, and if thought fit, approve the grant of stock options from time to time;
16. to determine the executive officers and other employees of the Company who are eligible for cash performance or incentive bonuses and, on the recommendation of the chief executive officer, to determine the bonuses to be awarded to such individuals;
17. to review and approve severance arrangements for executive officers; and
18. to review and recommend appointments to the Board.