

	<p>CHELSEA LOGISTICS AND INFRASTRUCTURE HOLDINGS CORP.</p>	<p>CORPORATE GOVERNANCE COMMITTEE CHARTER</p>
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This Charter establishes the purpose, composition, duties and responsibilities and operations of the Corporate Governance Committee (the "Committee").

1. PURPOSE

The Corporate Governance Committee is tasked to assist the Board of Directors (the "Board") in the performance of its corporate governance responsibilities.

2. COMPOSITION

The Committee shall be composed of at least three (3) members, all of whom shall be Independent Directors.

3. DUTIES AND RESPONSIBILITIES

The Corporate Governance Committee shall have the following duties and responsibilities:

- a. Oversee the implementation of the Corporate Governance Manual and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments;
- b. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct an annual self-evaluation of its performance;
- c. Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- d. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession plan for the Board members and senior officers, and remuneration packages for corporate and individual performance;
- e. Adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance; and
- f. Propose and plan relevant trainings for the members of the Board.

4. MEETINGS

The Committee shall meet at least twice a year or as often as it considers necessary. Any member may call a meeting of the Committee. A quorum for a meeting of the Committee is two (2) members.

5. REPORTING RESPONSIBILITIES

The Committee Chairman shall report to the Board of Directors regarding the Committee actions and activities. The Committee shall make recommendations to the Board of Directors as and when it considers appropriate in relation to its duties and responsibilities.

6. COMMITTEE ADVISORS

The Committee is authorized to hire independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

7. REVIEW OF CHARTER

The Committee shall conduct a periodic review of this Charter and propose any enhancements as may be deemed necessary for Board approval.

18 October 2018