

PETROGEN INSURANCE CORPORATION THE BOARD NOMINATION COMMITTEE CHARTER

INTRODUCTION

This Committee Charter (this “Charter”) of the Nomination Committee of Petrogen Insurance Corporation (the “Company”) sets out the roles, responsibilities, and authority of the Nomination Committee and the rules of procedure that will guide the function of the Nomination Committee.

PURPOSE

The Nomination Committee is a standing committee of the Board of Directors constituted for the purpose of reviewing and evaluating the qualifications of persons nominated to become members of the Board of Directors and officers of the Company the appointment of whom requires the approval of the Board of Directors and assessing the effectiveness of the processes and procedures in the election or replacement of directors. The Nomination Committee ensures that the candidates identified have all the qualifications and none of the disqualifications for nomination and election as members of the Board of Directors or officers of the Company.

AUTHORITY

The Nomination Committee shall be granted access to records and be provided with such resources as may be necessary for the purpose of fulfilling its duties and responsibilities under this Charter.

COMPOSITION

The Nomination Committee consists of three (3) members of the Board of Directors, one of whom is an independent director as defined in the Code of Corporate Governance of the Company. The Board of Directors will appoint the members and the Chairman of the Nomination Committee at the organizational board meeting that follows each annual stockholders’ meeting or at any earlier time as the Board of Directors may deem necessary.

In the absence of the Chairman during any meeting of the Nomination Committee, a Chairman *pro tempore* may be designated by the members present. The Corporate Secretary of the Company is the secretary of the Nomination Committee.

The Nomination Committee shall act only on the affirmative vote of at least two (2) members at a meeting or by unanimous written consent of the members.

The Nomination Committee may appoint one or more persons to act as advisor to the committee who shall have the right to attend the meetings of the committee but shall have no right to vote.

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MEETINGS

The Nomination Committee shall meet at such times and places as it considers appropriate. The Chairman may call a meeting at any time as needed.

All committee members are expected to attend each meeting, in person or via tele- or video-conference. The meetings are limited to the committee members and whoever is authorized by the Nomination Committee to attend. As necessary, the Nomination Committee will invite members of management and organization staff or any independent adviser to provide pertinent information or data.

The Nomination Committee, through the Corporate Secretary of the Company, distributes the notice, the agenda and the appropriate committee materials at least two (2) days before any meeting so the members can intelligently review the various matters raised. The meetings begin with the reading and approval of the minutes of the previous meeting.

Two (2) of the three (3) members of the Nomination Committee constitute a quorum for the transaction of the Committee's business. The vote of at least two (2) members will be required for any action of the Nomination Committee.

DUTIES AND RESPONSIBILITIES

The Nomination Committee pre-screens and shortlists candidates nominated to become members of the Board of Directors in accordance with the qualifications and disqualifications as provided under the by-laws of the Company, the Code of Corporate Governance, and applicable laws, rules, and regulations.

In particular, the Committee shall ensure that a person nominated and elected as a director has the following minimum qualifications:

1. a holder of at least one (1) share of stock of the Company;
2. be a college graduate or have sufficient experience in managing a business;
3. be at least twenty one (21) years old; and
4. possesses integrity.

The Nomination Committee shall likewise ensure that a person nominated and elected as a director does not have any of the following disqualifications:

1. engaged in any business that competes with or is antagonistic to that of the Company;

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A person is deemed to engage in competing or antagonistic business if:

- (a) The person is an officer, manager or controlling person of, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares, or similar ownership interest, of any corporation, or other form of business entity (other than one in which the Company owns at least thirty percent [30%] of the total issued and outstanding capital stock or equivalent ownership interest) engaged in a business that the Board of Directors determines to be competitive or antagonistic to that of the Company;
 - (b) The person is an officer, manager or controlling person of, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares, or similar ownership interest, of any other corporation or business engaged in any line of business of the Company, if the Board of Directors determines that the laws against combinations in restraint of trade shall be violated by such person's membership in the Board; or
 - (c) The person is the nominee of any person described in (a) and (b) above as determined by the Board of Directors in the exercise of its judgment, in good faith.
2. has been convicted by final judgment of a competent judicial or administrative body of an offense punishable by more than six (6) years imprisonment;
 3. has been determined by the Securities and Exchange Commission, Insurance Commission, or a court or administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, the Insurance Code or any other law administered by the Securities and Exchange Commission or the Insurance Commission, or any rule, regulation or order of the Securities and Exchange Commission or the Insurance Commission;

The Nomination Committee shall also consider the following guidelines in the determination of the number of allowed membership in other boards of the members of the Board of Directors of the Company:

1. the nature of the business of the other companies in which a member of the Board of Directors is also a director;
2. age of the director;
3. number of directorships/active memberships and officerships in other corporations or organizations; and
4. possible conflict of interest.

The optimum number relates to the capacity of a director to perform his duties diligently in general. The Nomination Committee, in the performance of its duties, may set further

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guidelines on multiple board seats that may be held by directors of the Company in addition to the limitations under applicable law. The Nomination Committee shall note the maximum number of boards of other companies on which the Chief Executive Officer, the other executive directors, the non-executive directors and the independent directors may serve and ensure that they submit to the set limit on membership on other boards. In any case, the capacity of directors to serve with diligence should not be compromised by their service on the boards of other companies.

The Nomination Committee shall ensure that the number of independent directors of the Company shall comply with applicable law or regulation.

REPORTING PROCEDURES

The Chairman of the Nomination Committee, or in his absence, the member elected by the members present in a meeting, shall report to the Board of Directors the decisions and recommendations made by the Nomination Committee following each meeting.

PERFORMANCE EVALUATION

The Nomination Committee shall periodically assess its effectiveness by comparing its performance with the requirements of this Charter to ensure compliance with this Charter and best practice.

The Nomination Committee shall also review and assess the adequacy of this Charter annually or as conditions dictate, recommend any modifications as deemed appropriate, and obtain the approval of the Board of Directors for any revisions.