

ORANGE 21 INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Orange 21 Inc. (the “**Company**”) is to identify qualified individuals to serve as Board members and assist the Board in determining the composition of the Board and its committees. In addition, the Committee is to oversee matters of corporate governance, including the evaluation of the Board’s performance and processes and the assignment and rotation of members of the committees established by the Board.

Membership and Procedures

Membership and Appointment. The Committee shall consist of not fewer than three members of the Board, with the exact number being determined by the Board. The members of the Committee shall be appointed and replaced from time to time by the Board.

Independence and Qualifications. Each member shall meet the independence requirements of applicable provisions of federal law and the rules and regulations promulgated thereunder and the applicable rules of The Nasdaq Stock Market.

Authority to Retain Advisers. In the course of its duties, the Committee shall have sole authority, at the Company’s expense, to retain and terminate search firms, as the Committee deems advisable, to identify director candidates, and legal or other consultants to advise the Committee within the scope of its duties and responsibilities, including the sole authority to approve related fees and other retention terms.

Evaluation. The Committee shall also periodically review and reassess the adequacy of this Charter and make any changes it deems necessary or appropriate.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee. These duties and responsibilities are set forth below as a guide with the understanding that the Committee may alter or supplement them as appropriate.

1. Evaluate and make recommendations regarding the composition and size of the Board.
2. Determine the composition of committees of the Board, with consideration of the desires of individual Board members.
3. Monitor compliance with Board and Board committee membership criteria.
4. Recommend nominees to the full Board to fill vacancies on the Board.

5. Investigate suggestions for candidates for membership on the Board and recommend prospective directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board, including stockholder nominations for the Board.

6. Formulate and recommend to the Board a code of business conduct and a code of ethics for directors, officers and employees of the Company. The Committee shall from time to time or as necessary recommend to the Board any revisions to the code of ethics and code of business conduct that the Committee deems appropriate or to ensure compliance with applicable securities laws and regulations and stock market rules.

7. The Committee shall review on an annual basis the functioning and effectiveness of the Board, its committees and its individual members and, to the extent the Committee deems appropriate, recommend changes to increase the effectiveness of the Board and its committees.