

Sun-Times Media Group, Inc.
Nominating & Governance Committee Charter

A. Organization . The Nominating & Governance Committee shall be comprised of one (1) or more members of the Board of Directors (the "Board") of Sun-Times Media Group, Inc.(the "Company"), each of whom shall satisfy the independence requirements of the New York Stock Exchange and any other regulatory requirements. At least one member of the Nominating & Governance Committee shall have experience in matters relating to corporate governance, either as professional or as a business executive. Nominating & Governance Committee members and the committee chairman shall be designated, and may be removed and replaced at any time, by the full Board. The duties and responsibilities of a member of the Nominating & Governance Committee are in addition to those duties set out for a member of the Board.

B. Statement of Policy. The Nominating & Governance Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders relating to: identifying individuals qualified to become Board members; recommending the Board member nominees for the next annual meeting of shareholders; and developing and recommending to the Board from time to time Corporate Governance Guidelines and a Code of Business Conduct and Ethics applicable to the Company.

C. Meetings. The Nominating & Governance Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. The Nominating & Governance Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.

D. Responsibilities. In carrying out its responsibilities, the Nominating & Governance Committee believes its policies and procedures should remain flexible in order to best react to changing conditions. In carrying out these responsibilities, the Nominating & Governance Committee shall:

1. Review and evaluate its own performance and review and assess at least annually the adequacy of the Committee's charter.
2. Develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines.
3. Have the sole authority to retain and terminate any search firm to be used to identify Board candidates and have sole authority to approve the search firm's fees and other retention terms. The Company shall be responsible for funding all costs of search firms retained.
4. Develop and recommend to the Board a management succession plan, including, at a minimum, policies and principles for the selection and performance review, as well as policies for succession, of the Chief Executive Officer.
5. Make recommendations to the Board with respect to potential successor to the Chief Executive Officer.
6. Make recommendations to the Board with respect to membership on committees of the Board, other than the Nominating & Governance Committee.
7. Oversee the evaluation of senior management of the Company and report the results of such evaluation to the Board at least annually.
8. Review and assess at least annually the adequacy of the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval. The Nominating & Governance Committee shall consider any requests by executive officers or members of the Board for waivers from the Company's Code of Business Conduct and Ethics and make recommendations to the Board as to whether such requests should be granted. The Company shall disclose such waivers to the New York Stock Exchange and in appropriate filings with the Securities and Exchange Commission and as required by applicable law.
9. Report Nominating & Governance Committee actions to the Board with such recommendations as the Nominating & Governance Committee may deem appropriate.
10. Conduct or authorize investigations into any matters within the Nominating & Governance Committee's scope of responsibilities. The Nominating & Governance Committee shall be empowered to retain independent counsel, accountants or others to assist it in the conduct of any investigation. The Company shall be responsible for funding all such costs.
11. Receive comments from all Board members as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
12. Evaluate the impact of other public company directorships or audit committee or compensation committee positions on a Board member's ability to fulfill his or her duties.
13. Develop and maintain the Company's orientation program for new Board members.
14. Identify and recommend continuing education initiatives and programs for all Board members.
15. Perform such other functions as assigned by law, the corporation's charter or by-laws or the Board.