

# **NEMUCORE MEDICAL INNOVATIONS, INC.**

## **NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

The following shall constitute the Nominating & Corporate Governance Committee Charter (the "Charter") of the Board of Directors of Nemucore Medical Innovations, Inc. (the "Corporation"):

### **I. ORGANIZATION**

There shall be constituted a standing committee of the Board of Directors of the Corporation (the "Board") to be known as the Nominating & Corporate Governance Committee (the "Nominating & Corporate Governance Committee").

### **II. COMPOSITION AND SELECTION**

The Nominating & Corporate Governance Committee shall be comprised of three or more directors. The members of the Nominating & Corporate Governance Committee shall satisfy the independence requirements of the National Association of Securities Dealers ("NASD") and/or its marketplace subsidiary, the National Association of Securities Dealers' Automated Quotations ("NASDAQ"), as then in effect.

The members of the Nominating & Corporate Governance Committee shall be appointed by the Board at the Board's annual meeting and may be removed by the Board. The members of the Nominating & Corporate Governance Committee shall serve for one year or until their successors are duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Nominating & Corporate Governance Committee shall designate a Chairman by majority vote of the full Nominating & Corporate Governance Committee membership.

The duties and responsibilities of Nominating & Corporate Governance Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

### **III. STATEMENT OF PURPOSE**

The Nominating & Corporate Governance Committee is appointed by the Board to:

- assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of the shareholders;
- oversee the governance of the Corporation including recommending to the

Board the Corporate Governance Guidelines for the Corporation;

- oversee the Board's annual review of the Board's performance; and
- recommend to the Board director nominees for each committee.

#### **IV. COMMITTEE OBJECTIVES**

The Nominating & Corporate Governance Committee's objectives shall include serving as an independent and objective party to identify and nominate qualified candidates for director and Board committee placement; nominating members for each of the Board's committees; taking a leadership role in shaping the Corporation's corporate governance; and overseeing the evaluation of the Board and management.

#### **V. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Nominating & Corporate Governance Committee shall have authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from internal, external or independent legal, accounting, financial or other advisors. The Nominating & Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates. The Nominating & Corporate Governance Committee shall have sole authority to approve the search firm's fees and other retention terms and compensate such advisors without seeking further approval. The Nominating & Corporate Governance Committee shall receive appropriate funding, as it has determined, from the Corporation to compensate such advisors.

The Nominating & Corporate Governance Committee may form and delegate authority to sub-committees when appropriate.

The Nominating & Corporate Governance Committee shall:

1. Review the composition of the Board, taking into account the Bylaws and the Corporate Governance Guidelines.
2. Develop criteria for selecting new nominees to the Board and include such criteria in the Corporate Governance Guidelines.
3. Actively seek, identify and recommend to the Board individuals qualified to become Board members.
4. Consider candidates recommended by shareholders, other members of the Board, officers and employees of the Corporation and other sources that the

Nominating & Corporate Governance Committee deems appropriate.

5. Present all nominees in a timely fashion to minimize disruption in the Corporation's business and at such a time as to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the NASD or Securities and Exchange Commission ("SEC").
6. Recommend to the Board nominees for election as directors.
7. Recommend to the Board nominees for each of the Board's Committees.
8. Recommend to the Board nominees for chairpersons of each Board Committee.
9. Recommend to the Board an independent director to serve as Lead Director.
10. Make recommendations to the Board regarding tenure and classification of directors.
11. Review and make recommendations to the Board annually with respect to the compensation of all directors.
12. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year; and consider, discuss and recommend ways to improve the Board's effectiveness.
13. Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval; and consider other corporate governance and related issues.
14. Consider with management public policy issues that may affect the Corporation.
15. Make regular reports to the Board.
16. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
17. Meet jointly with the Compensation Committee and the CEO on an annual basis to evaluate the performance of the CEO during the preceding year and also to review and approve the performance goals of the CEO for the succeeding year.
18. Recommend to the Board nominees for election as corporate officers.

19. Report annually to the Board on management succession.
20. Develop a process for communications by shareholders to directors in accordance with NASD and SEC rules.
21. Annually review its own performance.
22. Perform such other functions as the Board may request.

## **VI. MEETINGS**

The business of the Nominating & Corporate Governance Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Nominating & Corporate Governance Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Nominating & Corporate Governance Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet at such a time and place to allow for the timely presentment of any nominees to the Board for consideration. Following each meeting, the Nominating & Corporate Governance Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

## **VII. CONSISTENCY WITH ARTICLES OF INCORPORATION**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

## **VIII. AMENDMENT**

This Charter may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by the Bylaws.

## **IX. CERTIFICATION**

This Nominating & Corporate Governance Committee Charter was duly approved and adopted by the Board of the Corporation on Monday the 14<sup>th</sup> of December, 2015.

Corporate Secretary