

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF AQUABOUNTY TECHNOLOGIES, INC.

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of AquaBounty Technologies, Inc. (the “Company”) is to assist the Board of Directors in establishing corporate governance guidelines for the Company, to oversee of the Board’s operations and effectiveness and to identify, screen and recommend to the Board qualified candidates to serve as directors of the Company.

Membership

The size of the Committee will be determined by the Board, but will consist of no fewer than two members.

Each Committee member must satisfy the applicable independence requirements set forth by the Nasdaq Stock Market (“NASDAQ”) and applicable law; provided, however, that the Company may avail itself of the exemption provided to “controlled companies” from the requirement under the NASDAQ listing rules that each member of the Committee qualify as “independent” for such time that the Company qualifies as a “controlled company” under the NASDAQ listing rules, as well as any related phase-in period provided thereunder if the Company ceases to be a “controlled company.”

Authority and Responsibilities

The Committee has the following authority and responsibilities:

1. Evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees, and recommend candidates to be appointed to the Company’s standing committees in accordance with the Company’s Corporate Governance Guidelines.
2. Review Board meeting procedures, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings.
3. Adopt a performance review process for the formal evaluation of Board and Board committee performance in accordance with the Company’s Corporate Governance Guidelines.
4. Review and recommend retirement policies for directors.
5. Review any outside directorships in other public companies held by directors and executive officers of the Company.

6. Review changes in directors' professional status, and make recommendations to the Board regarding the same in accordance with the Corporate Governance Guidelines.
7. Make periodic reports and recommendations to the Board within the scope of its functions.
8. Recommend to the Board candidates for election or reelection at each annual meeting of stockholders of the Company in accordance with the Company's Corporate Governance Guidelines. The Committee will consider all potential candidates in the same manner regardless of the source of the nomination.
9. Recommend to the Board candidates for election by the Board to fill newly created directorships and vacancies occurring on the Board and committees.
10. Make recommendations to the Board concerning the selection criteria to be used by the Board in seeking nominees for election to the Board.
11. Aid in attracting qualified candidates to serve on the Board.
12. Periodically make reports and recommendations to the Board on succession planning at the Chief Executive Officer and other executive officer levels, taking into consideration recommendations from the officers of the Company, including the Chief Executive Officer, or other sources, each in accordance with the Corporate Governance Guidelines.
13. Identify and oversee continuing education programs for directors in accordance with the Corporate Governance Guidelines.
14. Review and make recommendations with respect to the Corporate Governance Guidelines.
15. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.
16. Review this Charter from time to time for adequacy and recommend any changes to the Board.
17. Report to the Board on the major items covered at each Committee meeting at the next Board meeting.

Meetings

The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines, but in any event, not less than twice per year. The Committee Chair, in consultation with the other members of the Committee and senior management of the Company, will establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the

agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. Except as otherwise provided by law, the presence of a majority of the then-appointed members of the Committee will constitute a quorum for the transaction of business, and in every case where a quorum is present the affirmative vote of a majority of the members of the Committee present will be the act of the Committee. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities, which the Committee may designate from time to time. The Committee will meet periodically in executive session without Company management present. Minutes will be kept of each meeting of the Committee.

Resources and Authority

The Committee will have the resources and authority necessary and appropriate to discharge its duties and responsibilities. In discharging its responsibilities, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of authority with full access to all books, records, facilities and personnel of the Company. The Committee has authority to retain and terminate independent counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. However, in delegating authority, it shall not absolve itself from the responsibilities it bears under the terms of this Charter.