

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

(Adopted April 15, 2014)

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 in maintaining good corporate governance for the Company, to review the Board’s effectiveness, consider its composition and, where necessary, recommend to the Board qualified candidates to serve as directors of the Company. The Committee will act in accordance with the Company’s Corporate Governance Guidelines.

Membership

The size of the Committee will be determined by the Board, but will consist of no fewer than two members, with the Chairman as the permanent member with additional members selected based on the issue under consideration. 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”.

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.
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 evaluation of Board and Board committee performance.
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.

7. Recommend to the Board candidates for election or re-election at each annual meeting of stockholders of the Company.
8. Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board and committees, recommend the selection criteria to be used in seeking nominees for election and assist in attracting qualified candidates.
9. Consider succession planning at the Chief Executive Officer and other executive officer levels and make reports and recommendations to the Board.
10. Identify the need for any education programs for directors and instigate as necessary.
11. Review this Charter and the Company's Corporate Governance Guidelines from time to time for adequacy and recommend any changes to the Board.
12. 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 at 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. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. The presence of a majority of the then-appointed members of the Committee will constitute a quorum for the transaction of business. 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.