

ACLARION, INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

This Charter (the “*Charter*”) of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Aclarion, Inc., a Delaware corporation (the “*Company*”), was adopted by the Board on December __, 2021.

PURPOSE

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) develop, periodically review and make recommendations to the Board regarding corporate governance issues, including the Company’s corporate governance guidelines; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-Committee directors and the Company’s management; (v) recommend candidates to the Board for nomination to serve as directors; (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company; and (vii) oversee the periodic evaluation of the Board and its committee.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.

2. *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

COMPOSITION

The Committee shall consist of at least two members of the Board. Each member shall be an independent director as determined by the Board in accordance with all applicable laws, rules and regulations, including, without limitation, the applicable independence requirements of The Nasdaq Stock Market (“*Nasdaq*”), when and as required by Nasdaq. The members of the Committee and the Committee chairperson (the “*Chair*”) shall be appointed by the Board. If the Board fails to appoint a Chair, the Chair shall be elected by vote of a majority of the full Committee. Committee members may be removed from the Committee with or without cause by the Board. Vacancies occurring on the Committee shall be filled by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

MEETINGS

The Committee shall hold such regular or special meetings as its members deem necessary or

appropriate. The Chair (or in his or her absence, a member designated by a majority of the Committee members present at such meeting) shall preside at all meetings of the Committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board from time to time and whenever so requested to do so by the Board.

AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal counsel and other experts and advisors. In addition, the Committee shall have sole authority to retain and terminate any search firm to assist in the identification of director candidates, including sole authority to approve such firm's reasonable fees and other retention terms, all at the Company's expense.

Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. The Committee may form and delegate authority to subcommittees as appropriate and as permitted by applicable law, regulations and Nasdaq rules. Notwithstanding the foregoing, the operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time, Section 141 of the Delaware General Corporation Law, Nasdaq rules and other applicable laws. The approval of this Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances:

1. *Director Nominations* – The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall have primary responsibility for determining the minimum qualifications for service on the Board and the right to modify the qualifications from time to time. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also recommend candidates to the Board for nomination to serve as directors, though this requirement is waived with respect to nominations of directors that a third party has a legal right to nominate. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's security holders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate security holder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. *Board and Director Assessment* – The Committee shall periodically review, discuss and

assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess (a) the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq, and (b) the leadership structure of the Board, including whether the role of Chairman of the Board and the Chief Executive Officer should be separate and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. The results of these reviews shall be provided to the Board for further discussion as appropriate. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's Certificate of Incorporation, Bylaws and Corporate Governance Guidelines.

The Committee shall also develop and recommend to the Board procedures for selection of the chairperson of the Board.

3. Board Committee Nominations – The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the entire Board annually the chairmanship and membership of each such committee.

4. Continuing Education – The Committee shall consider the need and, if necessary, develop and institute a plan or program for the continuing education of directors.

5. Corporate Governance Guidelines – The Committee shall develop, as appropriate, a set of corporate governance guidelines to be applicable to the Company. The Committee shall periodically review and assess these guidelines and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall also make recommendations to the full Board regarding corporate governance matters generally, including, but not limited to, appropriate provisions to be included in the Company's Certificate of Incorporation, Bylaws, this Charter, the Company's code of conduct and corporate governance guidelines, and the charters of the Company's other committees.

6. Code of Conduct – The Committee shall periodically review the adequacy of the Company's Code of Business Conduct and Ethics (the "**Code**") and recommend changes deemed appropriate. The Committee shall also periodically review Company policy statements to determine their adherence to the Code and evaluate whether the principles described within the Code are being incorporated into the Company's business practices and culture.

7. Procedures for Information Dissemination – The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where

necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis. The Committee shall also monitor the process and scope of director access and communications with management and other employees of the Company.

8. *Non-employee Director Compensation* – The Committee shall assist the members of the Compensation Committee of the Board or the Board, as requested, in determining the compensation paid to non-employee directors for their service on the Board and its committees.

9. *Management Succession* – The Committee shall periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company’s Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

10. *Self-Assessment* – The Committee shall review, discuss and assess its own performance at least annually, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.

11. *Annual Charter Review* – The Committee shall annually review and assess the adequacy of this charter, including the Committee’s role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

12. *Risk Management*. The Committee shall manage risks associated with the independence of the Board and potential conflicts of interest. The Committee shall report to the Board periodically regarding these matters.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.