



**DIAMEDICA THERAPEUTICS INC.  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Organization**

The nominating and corporate governance committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of DiaMedica Therapeutics Inc. (the “Company”). This charter will govern the operations of the Committee.

**Purpose and Authority**

The primary purpose of the Committee is to assist the Board by:

- identifying individuals qualified to become members of the Board, which will include reviewing and considering director nominees submitted by shareholders;
- recommending director nominees for each annual general meeting of shareholders and director nominees to fill any vacancies that may occur between meetings of the shareholders;
- being aware of best practices in corporate governance and developing and recommending to the Board a set of corporate governance guidelines to govern the Board, its committees, the company and its employees in the conduct of the business and affairs of the company; and
- developing and overseeing a Board and Board Committee evaluation process.

The Committee has the power and authority to retain or obtain the advice of consultants, legal counsel or other advisers and will have the sole authority to select, retain, oversee and terminate such consultants, counsel and advisors and approve the fees and other retention terms of such consultants, counsel and advisors, as it deems appropriate. The Company will provide adequate and appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other adviser retained by the Committee and to fund other ordinary administrative expenses that are necessary or appropriate for the Committee in carrying out its responsibilities.

## **Membership and Structure**

The Committee will consist of at least two directors. Each member of the Committee will be an “independent director” within the meaning of the Listing Rules of the Nasdaq Stock Market. The Board will be responsible for determining whether a Committee member is an “independent director.” Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations.

Appointment to the Committee, including the designation of the Chair of the Committee, will be made on an annual basis by the full Board. Committee members will serve until their successors are appointed and qualify. Committee members may be removed by the Board at any time. The Chair of the Committee will report on activities of the Committee to the full Board.

Meetings of the Committee will be held at such times and places as the Committee will determine, including by written consent. The Committee may invite members of management or other advisors to attend meetings and provide pertinent information. When necessary, the Committee will meet in executive session outside of the presence of any senior executive officer of the Company.

In fulfilling its responsibilities, the Committee will have authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

## **Duties and Responsibilities**

The Committee will have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- Make recommendations to the Board regarding the size and composition of the Board.
- Consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or the Company’s shareholders. In that connection, the Committee may adopt as it deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director, the consideration of any director candidates recommended by shareholders, the submission of recommendations by shareholders, any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Company’s board of directors and any specific qualities or skills that the Committee believes are necessary for one or more of the Company’s directors to possess.
- Recommend on an annual basis a slate of director nominees for approval by the Board and the Company’s shareholders and one or more director nominees to fill any vacancies that may occur between meetings of the Company’s shareholders.

- Review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and as committee chairs and review and recommend committee slates annually and additional committee members to fill vacancies as needed.
- Review periodically and recommend to the Board any proposed changes to the Company's corporate governance guidelines, as necessary and appropriate.
- Review periodically and recommend to the Board any proposed amendments or changes to the Company's articles of incorporation and bylaws, as necessary and appropriate.
- Advise the Board on emerging corporate governance matters for incorporation into the Company's policies and procedures.
- Develop, implement and administer, on a periodic basis, Board and Board Committee evaluation processes.
- Perform any other activities consistent with this charter, the Company's articles of incorporation and bylaws, and governing law as the Committee or the Board deems appropriate.
- Review, at least annually, the compliance of the Committee with this charter and review and reassess the adequacy of this charter at least annually and recommend to the Board any changes to this charter, as necessary and appropriate.

Approved by the  
Board of Directors of DiaMedica Therapeutics Inc.:  
October 5, 2018