

AKOUSTIS TECHNOLOGIES, INC.

CHARTER OF THE NOMINATING COMMITTEE

The Board of Directors (the “Board”) of Akoustis Technologies, Inc. (the “Company”) is constituting and establishing a Nominating Committee (the “Committee”) with the authority, responsibility and specific duties described herein. This Charter and the composition of the Committee are intended to comply with applicable law, including the federal securities laws and rules of the Securities and Exchange Commission (the “Commission”).

Purpose

The purpose of the Committee is to:

- Assist the Board of Directors (the “Board”) by identifying individuals qualified to become Board members, consistent with criteria approved by the Board.
- Recommend for the Board’s approval the slate of nominees to be proposed by the Board to stockholders for election to the Board or nominees for election to fill interim vacancies on the Board.
- Recommend to the Board the directors who will serve on each committee of the Board.

Appointment, Membership and Organization

The Committee will be made up of at least three (3) members, at least two (2) of which shall be independent members. The Board decides the exact number of members and can at any time remove or replace a Committee member.

Each of the Committee’s members will be appointed by the Board. The Committee will comply with the rules and regulations of the Commission, the NASDAQ Stock Market, and any other requirements of applicable law, including those related to independence.

Unless the Chair of the Committee is elected by the Board, the members of the Committee shall designate a chair by the majority vote of the full Committee membership. The Committee may change the chair at any time.

Responsibilities and Authority

The Committee will:

1. Evaluate the composition, size and organization of the Board and its committees; determine future requirements; make recommendations to the Board about the appointment of directors to committees of the Board; and recommend the selection of chairs of these committees to the Board.
2. Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.

3. Develop, update as necessary and recommend to the Board policies for considering director nominees for election to the Board.
4. Evaluate and recommend candidates for election to the Board consistent with criteria approved by the Board, including nominees recommended by stockholders and nominees to fill interim vacancies.
5. Evaluate whether a director who notifies the Board of a change in job responsibilities continues to satisfy the Board's membership criteria and recommend action to be taken, if any, with respect to the director.
6. Make regular oral or written reports to the Board.
7. Review and re-examine this Charter at least on an annual basis and make recommendations to the Board regarding any proposed changes.
8. Review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board.
9. The Committee has the power to investigate any matter brought to its attention, with full access to all books, records, facilities and employees of the Company. The Committee has the sole authority to select, retain and terminate consultants, legal counsel or other advisors, including director search firms, to advise the Committee, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such consultants, legal counsel or advisors. In selecting a consultant or other advisor, the Committee will take into account factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

Meetings and Minutes

The Committee will meet at least once each year, and will keep minutes of each meeting. The Committee decides when and where it will meet, and must deliver a copy of this schedule in advance to the Board.

Unless the Board or this Charter provides otherwise, the Committee can make, alter or repeal rules for the conduct of its business. In the absence of these rules, the Committee will conduct its business in the same way the Board conducts its business.

Delegation of Authority

The Committee may form and delegate authority to subcommittees comprised of other members of the Board qualified to perform such responsibilities in accordance with the rules and regulations of the Commission, the NASDAQ Stock Market, and any other requirements of applicable law if the Committee feels this is appropriate.

Adopted the 9th day of February, 2017, by resolution of the Board of Directors.