

ICORECONNECT INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

April 20, 2023

I. STATEMENT OF PURPOSE

This Charter governs the operations of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of iCoreConnect Inc. (the "Company").

The Committee shall assist the Board by (i) evaluating the qualifications of candidates for Board membership, (ii) referring to the Board by majority vote, such new Board candidates as may be qualified for Board membership, (iii) developing and recommending to the Board, corporate governance principles applicable to the Company, and (iv) performing such other duties as the Board may assign to the Committee.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. This Charter may be amended only by the affirmative vote of the Board.

II. NOMINATING AND GOVERNANCE COMMITTEE CALENDAR AND MEETINGS

The Committee shall meet as often as it deems necessary to perform its responsibilities and at such times and at such locations as designated by the Chairman of the Committee.

A majority of the members of the Committee shall constitute a quorum for the taking of any action by the Committee.

At the beginning of each fiscal year of the Company, the Committee Chairman, together with Committee member's, shall establish an annual calendar for its operations.

The schedule will be reviewed by the Chief Executive Officer of the Company for recommendations and schedule coordination.

III. RESPONSIBILITIES AND DUTIES

NOMINATING DUTIES

The nominating duties and responsibilities of the Committee shall be as follows:

1. To evaluate the qualifications of candidates for Board membership and, recommend to the Board nominees for director positions including any open or newly created director positions,
2. To consider nominees recommended by stockholders as long as such recommendations are received in compliance with the Company's charter documents and all other applicable laws, rules and regulations.
3. To periodically review the composition of the Board to determine whether it may be appropriate to add individuals with different backgrounds or skill sets from those already on the Board.

4. To provide an orientation and education program for Directors, and
5. To perform such other duties as the Board may assign to the Committee.

GOVERNANCE DUTIES

The governance duties and responsibilities of the Committee shall be as follows:

1. To periodically assess the current structure and operations of the committees of the Board and recommend changes to the Board.
2. To develop and recommend to the Board corporate governance guidelines and to review such guidelines at least annually and recommend to the Board changes as necessary.
3. To develop and recommend to the Board procedures for the evaluation and self-evaluation of the Board and its committees and to oversee the evaluation process.
4. To perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively, and
5. To periodically review the compensation of the Board and recommend changes to the Board.

IV. MEMBERSHIP

The Committee shall be appointed by the Board of Directors and be comprised of a minimum of three (3) directors, each of which shall have been determined by the Board to be "independent," as defined by the rules of the NASDAQ Stock Market, Inc. ("NASDAQ"), (b) shall be a "non-employee director" as such term is used in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) satisfy the requirements to be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. Members of the Committee may be removed at any time by the Board in its discretion, with or without cause. The Board shall also appoint one member of the Committee as Committee Chair.

V. OUTSIDE ADVISORS

The Committee will endeavor to determine that all nomination and governance practices as well as structure and function of chartered committees are reviewed on an annual basis. When changes are required the Committee shall report and make recommendations to that effect to the Board. The Committee shall have full access to external resources that may be needed to accomplish this goal. The preceding list (Section III) of responsibilities and duties is not exhaustive, and the Committee may perform such other functions as may be necessary or appropriate for the performance of its duties.

Any communication between the Committee and independent legal counsel in the course of obtaining legal advice will be considered privileged communications between the Committee and the provider of such counsel and the Committee will take all appropriate steps to preserve the privileged nature of the communications.

VI. MEETINGS AND MINUTES

The Chairman of the Committee shall call a special meeting of the Committee upon a request by any two (2) Committee members. An agenda for each meeting will be prepared by the Committee

Chairman with supporting reports and documents circulated to the Committee members prior to the meeting date.

Minutes of all Committee meetings shall be kept and shall be the responsibility of the Committee Chair or a person to whom the Committee Chairman has officially designated such responsibility. The Committee Chairman shall forward the minutes of each meeting held by the Committee to each member of the Board, to be adopted with Board minutes and placed into the Minutes Book as a permanent record of the Committee meeting.

VII. SUBCOMMITTEES

The Committee has the power to appoint subcommittees and their Chairs, comprised of members of the Committee, other Directors of other employees of the Company, but no subcommittee will have any final decision making authority on behalf of the Committee or the Board.

VIII. GENERAL

The Committee shall undertake such additional responsibilities within the scope of the Committee's primary functions as it may deem appropriate and/or as assigned to it from time to time by the Board or the Chief Executive Officer of the Company.