



CODA OCTOPUS GROUP, INC.
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER

DATE: JULY 19, 2017

CODA OCTOPUS GROUP, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The following shall constitute the Charter (the “**Charter**”) of the Nominating and Corporate Governance Committee of the Board of Directors of Coda Octopus Group, Inc. (the “**Company**”):

1. Organization

The Board of Directors of the Company (the “**Board**”) has constituted a standing committee of the Board known as the Nominating and Corporate Governance Committee (the “**Committee**”).

2. Composition and Selection

The Committee shall be composed of two or more directors. Each member of the Committee shall satisfy the independence requirements of the Nasdaq Capital Market as then in effect. The members of the Committee shall be appointed by the Board annually and may be removed by the Board. The members of the Committee shall serve for one year or until their successors are duly elected and qualified. Unless a Chairman is appointed by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. All vacancies in the Committee shall be filled by the Board. The duties and responsibilities of Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

3. Statement of Purpose

The primary purpose of the Committee is to: (1) identify individuals qualified to become Board members, consistent with any criteria approved by the Board; (2) recommend to the Board director nominees for election at each annual meeting of stockholders and as necessary to fill vacancies and newly created directorships; (3) recommend to the Board criteria for identifying and evaluating candidates for the Board.

4. Committee Authority and Responsibilities

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall have authority, to the extent it deems necessary or appropriate, to retain and to obtain advice and assistance from internal, external or independent legal, accounting, financial or other advisors. The Committee shall have the authority to retain and compensate such advisors without seeking further approval and shall receive appropriate funding, as determined by the Committee, from the Company to compensate such advisors. The Committee shall ensure that the Company’s budgetary plans and finances can accommodate the payment of such external services.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall:

- a. review with the Board annually the requisite skills and characteristics of Board members, as well as the composition and organization of the Board as a whole;

- b. develop criteria for identifying and evaluating candidates for the Board, which criteria shall include, among other things, the criteria approved by the Board, namely, diversity, an individual's business experience and skills, independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests;
- c. actively seek and aid in attracting qualified candidates to serve on the Board;
- d. consider candidates properly recommended by stockholders, other members of the Board, officers and employees of the Company and other sources that the Committee deems appropriate;
- e. assess the qualifications and independence of incumbent directors, as well as other relevant factors, in determining whether to recommend such directors for reelection to the Board;
- f. identify and recommend to the Board, consistent with criteria approved by the Board, qualified persons to be nominated for election or reelection to the Board at each annual meeting of stockholders, any special meeting that includes the election of directors and as necessary to fill vacancies and newly created directorships;
- g. present all nominees, to the extent practical, in a timely fashion to minimize disruption in the Company's business and at such a time as to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the Securities and Exchange Commission ("SEC");
- h. review and make recommendations to the Board regarding the nature and duties of Board committees, including evaluation of their charters, duties and powers and criteria for membership;
- i. make recommendations to the Board regarding appointments to Board committees and election of committee chairs, including rotation, reassignment or removal of any committee member;
- j. develop and oversee an annual self-evaluation process for the Board and each of its standing committees and, based on such evaluation, make recommendations to the Board regarding the overall effectiveness of the Board and its committees;
- k. make periodic reports to the Board, as the Committee deems appropriate or as requested by the Board;
- l. annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- m. conduct an annual evaluation of the Committee's own performance; and
- n. perform any other activities consistent with this Charter, the Bylaws of the Company and applicable law, as the Committee deems appropriate or as requested by the Board.

5. Meetings

The business of the Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Committee shall meet at least twice each year and at such other times as it deems necessary or appropriate to fulfill its responsibilities. A majority of the members of the Committee shall constitute a quorum at any meeting. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. While a shorter period of time may be reasonable under the circumstances, notice at least one business day in advance of a meeting shall be deemed reasonable for all purposes hereunder. The Committee shall meet at such a time and place to allow for the timely presentation of any nominees to the Board for consideration. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

6. Consistency with Articles of Incorporation and Bylaws

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Company, the Articles of Incorporation or the Bylaws, as the case may be, shall fully control.

7. Amendment

This Charter may be amended or altered at any meeting of the Board by the affirmative vote of a majority of the number of directors fixed by the Bylaws.

As adopted by the Board of Directors effective as of July 19, 2017.