

MIDWEST ENERGY EMISSIONS CORP.

FINANCE COMMITTEE CHARTER

A. Purpose

The Finance Committee is appointed by the Board of Directors of Midwest Energy Emissions Corp., a Delaware corporation (the "Company"), to oversee all areas of corporate performance and finance, and advise and assist the Board of Directors with respect to the financial and investment policies, risks, and objectives of the Company, including specific actions required to achieve those objectives.

B. Committee Membership

The Finance Committee shall consist of no fewer than two directors.

The Board of Directors shall appoint the members of the Finance Committee. Subject to earlier removal by the Board of Directors, each member shall serve until he or she is no longer a director of the Company, and until his or her successor shall have been duly elected and qualified. A Finance Committee member may be removed by the Board of Directors at any time in its discretion, whereupon the resulting vacancy shall be filled by the Board of Directors upon recommendation of the Nominating Committee. The Board of Directors shall designate one member of the Finance Committee to serve as chairperson of the Finance Committee.

The Finance Committee may form and delegate authority to subcommittees of the Finance Committee when appropriate.

C. Meetings and Procedures

The Finance Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The chairperson of the Finance Committee (or in his or her absence, a member designated by the chairperson of the Finance Committee) shall preside at each meeting of the Finance Committee and set the agendas for the Finance Committee meetings. The Finance Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws applicable to the Finance Committee.

A majority of the members of the Finance Committee shall constitute a quorum for doing business. All actions of the Finance Committee shall be taken by a majority vote of the members of the Finance Committee present at the meeting, provided a quorum is present. The Finance Committee shall keep records of its meetings as it shall deem appropriate. Action may be taken by the Finance Committee without a meeting if all of the members of the Finance Committee indicate their approval thereof in writing. The Finance Committee shall report regularly to the Board of Directors.

D. Committee Authority and Responsibilities

The Finance Committee shall:

1. Review and evaluate the performance of the Company and its business and to report such findings to the Board of Directors;
2. Provide oversight of the Company's financial condition, including its assets, capital, surplus and liabilities;

3. Review and discuss with management the Company's long-term financial and investment plans and strategies, including the Company's investment objectives and current and projected financial results of operations;
4. Review and make recommendations to the Board of Directors regarding the Company's annual financial plans;
5. Review and make recommendations to the Board of Directors regarding the Company's dividend policy;
6. Review and discuss with management the Company's financing plans;
7. Review and make recommendations to the Board of Directors regarding any proposed capital project recommended by management which is required to be approved by the Board of Directors;
8. Review and make recommendations to the Board of Directors with respect to any proposal by the Company to divest, in any manner, any asset, investment, real or personal property, or business interest if such divestiture is required to be approved by the Board of Directors;
9. Review and make recommendations to the Board of Directors regarding strategic plans and initiatives, including potential investments in businesses, joint ventures, mergers, acquisitions, and other business combinations involving the Company;
10. Review commercial banking, investment banking, financial consulting, insurance, and other financial relationships of the Company; and
11. Perform such other duties as may be required by applicable law, the Company's governing documents, or the resolutions of the Board of Directors.

E. Reporting and Reviews; Disclosure of Charter

The Finance Committee will review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.

The Finance Committee will annually evaluate the Finance Committee's own performance.

This charter shall be made available on the Company's website and/or attached to the Company's proxy statement, if required, and in accordance with applicable SEC and NASDAQ rules.

Effective as of June 14, 2016