

## **MIDWEST ENERGY EMISSIONS CORP.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **A. Purpose**

The Nominating and Corporate Governance Committee (the "Nominating Committee") is appointed by the Board of Directors (the "Board") of Midwest Energy Emissions Corp., a Delaware corporation (the "Company"), to determine the identity of director nominees for election to the Board and to assist the Board in discharging the Board's responsibilities in the area of corporate governance in accordance with provisions set forth below.

#### **B. Committee Membership**

The Nominating Committee shall consist of no fewer than two directors, each of whom shall be an independent director of the Company satisfying the independence requirements of the NASDAQ Stock Market ("NASDAQ") or any exchange on which the Company's securities may be listed and any other applicable regulatory requirements. In determining whether a director is eligible to serve on the Nominating Committee, the Board of Directors shall consider whether the director has a relationship with the Company or a subsidiary of the Company to determine whether such relationship would impair the director's judgment as a member of the Nominating Committee.

The Board of Directors shall appoint the members of the Nominating 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 Nominating 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 Nominating Committee to serve as chairperson of the Nominating Committee.

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

#### **C. Meetings and Procedures**

The Nominating Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The chairperson of the Nominating Committee (or in his or her absence, a member designated by the chairperson of the Nominating Committee) shall preside at each meeting of the Nominating Committee and set the agendas for the Nominating Committee meetings. The Nominating 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 Nominating Committee.

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

## **D. Committee Authority and Responsibilities**

The Nominating Committee shall have the following authority and responsibilities:

### Board Composition, Evaluation and Nominating Activities

Review, at least annually, the composition and size of the Board and make recommendations to the Board regarding the criteria for Board membership including issues of character, judgment, diversity, expertise, corporate experience and the like.

1. Annually present to the Board a list of individuals recommended for election to the Board at the annual meeting of shareholders.
2. Periodically assist in identifying, interviewing and recruiting candidates for nomination to fill vacancies on the Board.
3. Prior to recommending an incumbent, replacement or additional director, review the director's qualifications, consistent with criteria approved by the Board.
4. Monitor the independence of the directors to ensure that a majority of the Board and the members of each Committee continue to be independent.
5. Establish procedures for receipt of shareholder nominations for election as directors and review such nominations.
6. As requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.
7. Make recommendations to the Board regarding the appointment of officers of the Company consistent with the Company's governing documents.
8. Annually review the succession planning for the Chief Executive Officer and other executive officers, report its findings and recommendations to the Board, and work with the Board in the evaluation of potential successors to these executive management positions.
9. Retain and terminate any search firm to be used to identify Board candidates and approve the search firm's fee and other retention terms.
10. Recommend to the Board persons to be members of the various Board committees, taking into consideration the applicable rules on committee composition.

### Corporate Governance

1. Advise the Board and make recommendations to the Board regarding the Company's corporate governance and all matters pertaining to the role of the Board and the practices of the members of the Board.
2. Periodically, review and recommend to the Board any changes to the Company's Code of Ethics (the "Code of Ethics").
3. Refer to the Board, for its consideration and approval or disapproval, any requests for waivers of the Code of Ethics.

4. Review the Company's reporting channels and processes for providing information to the Board for the quality and timeliness of the information received.

In addition to the responsibilities and duties enumerated above, the Nominating Committee shall perform such other duties as may be required by law, the Company's governing documents, or the resolutions of the Board.

**D. Reporting and Reviews; Disclosure of Charter**

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

The Nominating Committee will annually evaluate the Nominating 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