

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

This Corporate Governance and Nominating Committee Charter (the "Charter") was adopted by the Board of Directors (the "Board") of OmniComm Systems, Inc. (the "Company") on April 13, 2016.

I. PURPOSES

The Corporate Governance and Nominating Committee (the "Committee") shall assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) overseeing the Company's policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company's Corporate Governance Guidelines and Principles; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Act").

Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Committee to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee's information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a director.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least once per year, or more frequently as circumstances dictate. The Committee shall meet periodically in executive sessions without Company management present.

The Committee shall establish its own schedule and rules of procedure. Meetings of the

Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

IV. **KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates as it deems appropriate, including sole authority to approve the firms' fees and other retention terms.

To fulfill its purposes, the Committee shall:

1. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing candidates or nominees for directors, including: (i) the qualifications or criteria for Board nomination to stockholders for election as a director; and (ii) consideration of candidates recommended by stockholders;
2. identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including review of incumbent directors for potential re-nomination); and recommend to the Board candidates for: (i) nomination for election or re-election by the stockholders; and (ii) any Board vacancies that are to be filled by the Board;
3. review annually with the Board the composition of the Board as a whole, including, whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
4. design, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities;
5. explore, makes available, design and provide continuing education opportunities for directors, from time to time;
6. review annually the independence standards of the Board;
7. evaluate periodically the Board management structure, including the separation of CEO and Chairman, and the need for a lead independent director;
8. review periodically the size of the Board and recommend to the Board any appropriate changes;
9. review with the CEO matters pertaining to management succession as pertains to the CEO and other senior executive positions;

10. consider corporate governance issues that arise from time to time, and develop appropriate recommendations and policies for the Board regarding such matters;
11. provide oversight of management's guidelines, policies, and processes for assessing, monitoring and mitigating the Company's critical enterprise risks;
12. review and reassess annually the adequacy of the Company's Code of Ethics, and recommend any proposed changes to the Code of Ethics to the Board for its approval;
13. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
14. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests.