

Sensus Healthcare, Inc.

Nominating and Corporate Governance Committee Charter

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board of Directors relating to the selection and nomination of directors and related processes and procedures; the development, implementation and oversight of the Company's corporate governance policies; and any related matters required by law or regulation or otherwise delegated by the Board.

DUTIES AND RESPONSIBILITIES

The Committee shall:

1. Determine the desired qualifications, qualities, skills, and other attributes of directors and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for directors ("Director Criteria"). The Director Criteria shall reflect, among other things, the independence standards and other requirements of the Securities and Exchange Commission and the securities exchange on which the Company's shares are listed and traded and requirements under other applicable laws and regulations.
2. Identify and evaluate individuals to be considered for election as directors, including individuals recommended by the Company's stockholders, consistent with the Director Criteria.
3. Recommend to the Board the individuals to stand for election as directors at the annual meetings of stockholders or to fill any vacancies on the Board.
4. Develop and recommend to the Board corporate governance guidelines applicable to the Company, review these guidelines at least annually and recommend any changes to the Board.
5. Oversee the Company's corporate governance documents, policies, practices and procedures, including identifying leading practices and reviewing and recommending to the Board for approval any changes to such documents, policies, practices and procedures.
6. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of each annual evaluation.
7. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee annually.

8. Make recommendations to the Board regarding whether vacancies on the Board should be filled by election by stockholders or appointment by the Board.
9. Oversee the periodic assessment of the Company's directors' and officers' liability and other insurance coverage for directors and officers.
10. Review all shareowner proposals submitted to the Company. After consultation with other Board committees that may have expertise or responsibility for such matters, recommend to the Board appropriate action on each such proposal.

COMPOSITION

The Committee shall consist of at least two members of the Board, subject to the requirements of applicable law, regulation or exchange listing standards. Each member of the Committee shall at all times meet the independence and other requirements of the Securities and Exchange Commission and the securities exchange on which the Company's shares are listed and traded, and requirements under other applicable laws and regulations, and must be free from any relationship that, in the opinion of the Board, would interfere with that person's independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board for such term or terms as the Board may determine.

AUTHORITY

To facilitate the execution of its responsibilities and duties, the Committee has authority, in its sole discretion, to:

1. retain or obtain the advice of consultants, legal counsel or other advisers for such compensation and on such terms as the Committee determines;
2. seek such information as it deems necessary from the members of the Board, management, and employees; and
3. meet with the Company's officers, outside counsel or other advisors as it deems necessary.

The Committee shall receive appropriate funding from the Company for payment of compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

MEETINGS

The Committee will meet on an as-needed basis but not less frequently than quarterly. Meetings will be called as needed to discuss any significant issues. The Committee may invite members of management or others to attend meetings and provide pertinent information, as necessary. From time to time, as necessary, the Committee shall conduct executive sessions with members of management or others.

The Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Committee, and shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.

Adopted XXXXX XX, 201X

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