

**CHARTER FOR THE  
GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
OTIX GLOBAL, INC.**

**PURPOSE:**

The Governance and Nominating Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Otix Global, Inc. (the “*Company*”). The purpose of the Committee is to assist the Board in fulfilling its responsibility with respect to corporate governance of the Company. To carry out this purpose, the Committee shall undertake and perform those responsibilities and duties listed in the Responsibilities and Duties section of this Charter.

**MEMBERSHIP AND ORGANIZATION:**

***Composition.*** The Committee shall be comprised of no fewer than three (3) members of the Board. All members of the Committee shall be appointed by the Board, shall be independent of the Company and its affiliates, shall have no relationship to the Company or its affiliates that may interfere with the exercise of their independent judgment in carrying out their responsibilities, and shall otherwise be deemed “independent directors” as defined in Rule 4200 of The NASDAQ Stock Market Marketplace Rules (the “*Nasdaq Rules*”).

***Meetings and Organization.*** The Committee will meet at least two times each year. The Committee may establish its own schedule. Special meetings may be convened as required. The Board may designate one member of the Committee as its Chairperson. The Committee may choose as its secretary such person as the Committee deems appropriate. The Committee may invite to its meetings other directors, officers or employees of the Company, or other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may, to the extent permitted by applicable laws, the rules and regulations of the U.S. Securities and Exchange Commission, the Nasdaq Rules and the Certificate of Incorporation and Bylaws of the Company, form and delegate authority to subcommittees when appropriate.

***Minutes.*** The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

***Reports.*** The Committee or its Chairperson shall make regular reports to the Board on the actions and recommendations of the Committee.

***Compensation.*** Members of the Committee shall receive compensation for their service as members of the Committee in such amount and form as the Board shall determine in its sole discretion. Such fees may include retainers and per meeting fees. Any changes in such compensation shall be determined by the Board in its sole discretion. No member of the Committee may receive any compensation from the Company other than the fees that they receive for service as a member of the Board or any committee thereof and except as permitted by the Nasdaq Rules.

## **RESPONSIBILITIES AND DUTIES:**

The responsibilities and duties of the Committee shall include:

### ***Corporate Governance Generally:***

- Developing principles of corporate governance and recommending them to the Board for its consideration and approval.
- Reviewing at least annually the principles of corporate governance approved by the Board to ensure their relevance and corporate compliance.
- Recommending ways to enhance communications and relations with stockholders of the Company, and, if deemed appropriate by the Committee, developing and documenting a process for stockholders to send communications to the Board and identifying the means by which such communication may be sent.
- Overseeing compliance by the Board and its committees with laws and regulations that relate to board meetings and actions, including the Nasdaq Rules and the rules and regulations promulgated by the U.S. Securities and Exchange Commission.
- Overseeing and implementing, as deemed appropriate by the Committee or the Board or as required by applicable laws and regulations, director continuing education programs.

### ***Board Composition, Evaluation and Nominating Activities:***

- Determining, as from time to time deemed appropriate by the Committee, the criteria for qualification and selection of directors for election to the Board, including the consideration of issues of character, judgment, diversity, age, expertise, corporate experience, length of service, other time commitments, independence (under the various standards applicable to the Board and its committees), depth and breadth of experience within the Company's industry and otherwise, leadership ability and the like.
- Identifying and evaluating possible director candidates against such criteria, including current directors eligible for re-election, and exercising sole authority to select candidates for nomination to the Board with the advice of the full board; in performing these duties, the Committee shall have the authority to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms.
- Considering and, if deemed appropriate by the Committee, adopting director qualification requirements related to the number of boards of directors on which a director may sit and setting policies regarding director tenure, retirement and succession.
- Establishing policies for reviewing the continued appropriateness of Board membership when an individual director changes the position he or she held when elected or appointed to the Board.
- Developing and documenting a policy with respect to the Company's consideration of director candidates recommended by the stockholders of the Company.

- Overseeing the Board performance evaluation process, including conducting periodic written or verbal surveys of director observations, suggestions and preferences, reviewing the self-evaluation of each director, and, if necessary, recommending remedial action or termination (for cause or for other appropriate reasons) of membership of individual directors in accordance with the Board's governance principles.
- Reviewing the composition, size, organization and governance of the Board and its committees, determining future Board and committee requirements, and making recommendations regarding the foregoing to the Board for approval.
- Reviewing the disclosure included in any Annual Report on Form 10-K or proxy statement of the Company regarding the policies and procedures for the Committee's consideration of director candidates or other matters within the Committee's scope of responsibility.

***Board Committees:***

- Reviewing periodically the charter and composition of each Board committee and making recommendations to the Board for any proposed changes, creating additional Board committees or changing the mandate or dissolving Board committees.
- Recommending to the Board the directors to be selected for membership on each Board committee.
- Reviewing and re-examining this Charter at least annually and making recommendations to the Board for any proposed changes.
- Annually reviewing and evaluating the performance of the Committee.

***Conflicts of Interest:***

- Reviewing, approving and monitoring the Company's Code of Business Conduct and Ethics.
- Considering questions of possible conflicts of interest of Board members and of corporate officers.
- Reviewing actual and potential conflicts of interest of Board members and corporate officers, and clearing any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity.
- Reviewing, approving and monitoring all service by executive officers of the Company on outside boards of directors.
- Reviewing and approving in advance any proposed related party transactions, including without limitation approving all transactions required to be disclosed pursuant to Item 404 of the Securities and Exchange Commission's Regulation S-K.

**INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS:**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company. In performing its responsibilities and duties, the Committee shall have the authority to obtain advice, reports or opinions from internal or external legal counsel, accounting advisors or other advisors and experts at the Company's expense.