

COPSYNC, INC.
BOARD OF DIRECTORS
NOMINATING AND GOVERNANCE COMMITTEE
(ADOPTED SEPTEMBER 9, 2015)

Charter

This Charter shall govern the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of COPsync, Inc. (the “Company”), except as may be otherwise required by the charter or bylaws of the Company or by applicable law or listing requirements.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s charter and bylaws, as amended from time to time, it is not intended to establish by its own force any legal duties or legally binding obligations.

1. Membership.

The Committee shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules and regulations of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

2. Purpose and Responsibilities.

The Committee's principal purposes, duties and responsibilities are to:

- identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines and described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.
- select the individuals qualified to serve on the Board (consistent with the criteria that the Board has approved) for election by stockholders at each annual meeting of stockholders and to fill vacancies on the Board;

- develop, recommend to the Board and oversee the Company's corporate governance policies, including the Company's Corporate Governance Guidelines;;
- assess, develop and communicate with the Board concerning the appropriate criteria for nominating and appointing directors, including:
 - The Board's size and composition;
 - Corporate governance policies;
 - Applicable listing standards and laws;
 - Individual director performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively;
 - The number of other public and private company boards on which a director candidate serves;
 - Consideration of director nominees proposed or recommended by stockholders and related policies and procedures; and
 - Other appropriate factors;
- timely nominate individuals for nomination as directors at each annual meeting of stockholders and appoint individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors;
- if and when requested periodically by the Board, identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board;
- oversee an annual review of the performance of the Board and report the results thereof to the Board;
- evaluate its own performance as a committee and this charter on an annual basis and report the results thereof to the Board;
- To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary; and
- perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

3. Structure and Operations.

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee is governed by the same rules regarding its meetings, action without a meeting, waiver of notice, and quorum and voting requirements as are applicable to the Board.

4. Delegation of Authority.

To the extent permitted by applicable law, the Company's charter and bylaws, the Committee has and may exercise the powers and authority of the Board with respect to the purposes and responsibilities described in this Charter. In discharging its responsibilities, the Committee is empowered to retain, at the Company's expense, such experts (including counsel and outside consultants, "Advisors"), as the Committee deems appropriate. The Committee has the authority to determine, authorize and approve on behalf of the Company, the compensation of any Advisors hired by the Committee pursuant to this Charter. The Committee has the authority to create one or more subcommittees of two or more of its members. The Committee may delegate any of its responsibilities to a subcommittee of this Committee so long as such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and NASDAQ Stock Market.

5. Funding.

The Company will, as requested by the Committee, provide funding for any Advisors hired by the Committee, and for administrative and other expenses of the Committee that are necessary or appropriate in carrying out its functions and duties.

6. Key Tasks and Processes.

The Committee has the authority to perform the tasks and processes delegated or assigned to it pursuant to this Charter and by the Board from time to time.

Adopted by the Board of Directors
September 9, 2015