

AEROCLEAN TECHNOLOGIES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “Charter”) of the Board of Directors (the “Board”) of Aeroclean Technologies, Inc. (the “Company”) specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee of the Board (the “Committee”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

Purpose

The primary purpose of the Committee is to assist the Board by actively identifying individuals qualified to become Board members and recommend to the Chairman of the Board the director nominees for election at the next annual meeting of stockholders.

Composition

1. Members. The Committee shall consist of as many members as the Chairman of the Board and the Board shall determine, but in any event not fewer than two members. The members of the Committee shall be appointed by the Board in consultation with the Chairman of the Board and shall serve until their successors are duly appointed and qualified, or their earlier resignation or removal.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and the Nasdaq Stock Market LLC.
3. Chair. The Chair of the Committee shall be appointed by the Board in consultation with the Chairman of the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board in consultation with the Chairman of the Board.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Chairman of the Board and the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times per year. Meetings may be held in person or by telephone. A quorum shall exist when all of the members of the Committee are present and the Committee shall act only by (i) the affirmative unanimous vote of its members or (ii) unanimous written consent in lieu of a meeting.
2. Agenda. The Chair of the Committee, in consultation with the Chairman of the Board and other members of the Committee, shall develop and set the Committee’s agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent feasible, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3. Report to Board. The Chair of the Committee shall report the Committee's recommendations to the Board at the next regularly scheduled Board meeting for Board approval and shall submit to the Board the minutes of its meetings.
4. Assessment of Charter. The Committee shall conduct a periodic assessment of the adequacy of this Charter and recommend any changes to the Board.

Authority and Duties

1. Director Nominees. The Committee, in consultation with the Chairman of the Board, shall identify and recommend to the Board nominees for election or reelection to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in this Charter. The Committee and Chairman of the Board, as well as any other members of the Board, shall each have the opportunity to interview any candidates. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by stockholders. Invitations to join the Board shall be extended only by the Chairman of the Board.
2. Board Composition. The Committee shall review with the Chairman of the Board and the Board, on a periodic basis, the current composition of the Board in light of the characteristics of independence, skills, experience and availability of service to the Company of its members and of anticipated needs, giving due consideration to such other factors that the Committee considers appropriate so that the Board includes members, if suitable, with diverse backgrounds, perspectives, skills and experience. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members.
3. Change in Director's Occupation. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of the then current Board policies, the continued Board membership of such director.
4. Service on Other Boards. The Committee must be informed by a director in advance of any director accepting an invitation to serve on another public company board. The Committee will inform the Chairman of the Board of any such information. In addition, no director may sit on the board of directors, or beneficially own more than 1% of the outstanding equity securities, of any of the Company's competitors in the Company's principal lines of business.
5. Director Compensation. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's directors, including, without limitation, equity and equity-based compensation.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the

performance of its duties. In exercising its duties, the Committee shall consult with the Chairman of the Board and, if it deems necessary, with counsel or advisors.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and the accuracy of the information provided to the Committee by such persons or organizations.

Adoption

This Charter was approved by the Board and is effective as of November 23, 2021.