

SANARA MEDTECH INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Sanara MedTech Inc., a Texas corporation (the “**Company**”), is established by and among the Board to provide assistance to the Board in fulfilling its responsibilities with respect to:

- identifying individuals qualified to serve on the Board and its committees consistent with criteria approved by the Board;
- recommending a slate of director nominees for approval by the Board for election by the shareholders of the Company;
- recommending directors to fill any vacancies on the Board, in accordance with the Company's Articles of Incorporation, Bylaws and Texas law; and
- such other matters as are assigned to the Committee by the Board pursuant to this Charter or as mandated under applicable laws, rules and regulations, including the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended (the “**Act**”) as well as listing standards of Nasdaq (together, the “**Applicable Requirements**”).

The Company seeks to ensure that the composition of the Board reflects a variety of complementary experiences and backgrounds, particularly in the areas of management and leadership, sufficient to provide sound and prudent guidance with respect to the operations and interests of the Company.

This Charter sets forth the authority and responsibility of the Committee for evaluating and recommending to the Board the role of the Board of Directors in the corporate governance process and overseeing the evaluation of the Board and its committees.

II. Structure, Membership Requirements and Meetings

The Committee shall consist of three or more directors, as determined by the Board, each of whom shall satisfy the independence standards required by Section 240 Rule 10C-1 of the Act and Nasdaq Rule 5605(a)(2), and other Applicable Requirements. Committee members will be appointed by the Board and shall serve until their successors are elected and may be removed by the Board with or without cause, in its discretion. In addition, the chairperson of the Committee shall be designated by the Board. Vacancies in the Committee shall be filled by action of the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote.

The Committee shall meet at least once per year, or more frequently as required. Meetings shall be called by the chairperson of the Committee and briefing materials will be provided to the Committee as far in advance of meetings as practicable. Meetings may be held by telephone, video conference or other electronic means. Committee actions may be taken by unanimous written consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

III. Responsibilities and Authority

To fulfill its responsibilities and duties, the Committee shall:

1. Review this Charter at least annually and recommend to the Board any necessary amendments for approval [Nasdaq Rule 5605(d)(1)].

2. Develop and recommend to the Board corporate governance guidelines applicable to the Company and in compliance with Applicable Requirements, which shall be reviewed from time to time as needed.

With respect to the nomination of directors:

3. Review from time to time the screening process necessary to identify qualified candidates.

4. Recommend to the full Board nominees for election to the Board based on a number of qualifications, including but not limited to: character and integrity; financial literacy; level of education; relevant business experience; sufficient time to devote to Board matters; commitment to represent the long-term interests of the Company's shareholders; and no conflict of interest that would interfere with the candidate's performance as a director.

The full Board shall remain responsible for selecting nominees and recommending them for election by the Company's shareholders.

5. Perform an annual review of the Board's committee structure and composition and recommend to the Board the membership of each Board committee (including this Committee). The Committee shall review the qualifications of the members of each committee to ensure that the members of each committee continue to meet all applicable criteria of the rules and regulations of the Securities and Exchange Commission, Nasdaq Rules and other Applicable Requirements.

6. Evaluate each director candidate's independence from the Company's management and other principal service providers, and the effect of any relationships that might impair independence including business, financial or family relationships with the Company's management or other service providers.

7. Review and discuss with Company management disclosure of the Company's corporate governance practices, including: information regarding the operations of the Committee and other Board committees; director independence and the director nominations process; and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable [Item 407 of Regulation S-K].

8. As necessary or when appropriate, develop and recommend to the Board for approval a Chief Executive Officer ("CEO") succession plan (the "**Succession Plan**"); develop and evaluate potential candidates for CEO; and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

9. Review any director resignation letter tendered to the Board and evaluate and recommend to the Board whether such resignation should be accepted.

10. The Committee may consider candidates proposed by a Consultant, an executive officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.

11. The Committee shall be responsible for establishing a process for shareholders to send shareholder communications to members of the Board, including individual directors, the independent directors, the non-management directors, a committee of the Board, or the entire Board.

With respect to a search firm, consultant or other adviser:

12. The Committee may, in its sole discretion, retain or obtain the advice of a search firm, consultant or other adviser (“**Consultant**”) to assist in the identification and evaluation of candidates for membership on the Board and/or recommend corporate governance best practices. The Committee shall be directly responsible for the compensation and oversight of the work of any such Consultant.

13. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant retained by the Committee.

Other Responsibilities:

14. Make regular reports to the Board concerning the activities of the Committee.

15. Perform an annual performance evaluation of the Committee and present the results of the evaluation to the Board.

16. Perform any other activities consistent with this Charter, the Company’s organizational documents, the Applicable Requirements or as the Committee or the Board otherwise deems necessary or appropriate.