

BLUE HAT INTERACTIVE ENTERTAINMENT TECHNOLOGY

CHARTER OF THE NOMINATION AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted on March 18, 2019)

I. *Adoption of Charter*

The Board of Directors (the “**Board**”) of Blue Hat Interactive Entertainment Technology (the “**Company**”) has adopted this Charter (this “**Charter**”) of the Nomination and Governance Committee of the Board (the “**Committee**”).

II. *Organization*

1. **Committee Structure and Membership**

- a. The Committee shall consist of at least two (2) directors of the Company (each, a “**Member**” and collectively, the “**Members**”), as determined from time to time by the Board.
- b. Each member of the Committee shall be “independent” in accordance with the rules and regulations of The Nasdaq Stock Market LLC (the “**Exchange Rules**”) as well as guidelines set forth by the Board from time to time, which guidelines the Board will base on, among other things, the provisions under the Securities Exchange Act of 1934, as amended, and the applicable rules and regulations promulgated by the Securities and Exchange Commission, unless the Company utilizes any applicable exemptions under the Exchange Rules.

2. **Appointment**

The Members, including the Chair of the Committee, shall be appointed by the Board based on recommendations from the Committee. Members shall serve for such terms as the Board may determine, or until such Member’s successor is duly elected and qualified or until such Member’s earlier death, resignation or removal. Each Member may be removed at any time, with or without cause, by a majority vote of the Board.

The Chair of the Committee (or in his or her absence, a Member designated by the Chair) will chair all regular sessions of the Committee and set agendas for Committee meetings.

3. **Committee Meetings**

The Committee shall meet as often as it deems necessary. The Chair of the Board, if any, or any Member may call meetings of the Committee. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate.

The Committee may request any officer or employee of the Company, the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any Members of or consultants to the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

4. Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without having to seek the approval of the Board. The Committee shall have authority to elect, retain, terminate and approve the fees and other retention terms of consultants or search firms used to identify director candidates and to assist in the evaluation of director performance.

The Committee shall have the authority to conduct or authorize investigations into any matter within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

5. Reports to the Board

The Committee shall take minutes of its meetings and activities. The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chair of the Board, if any.

III. Purpose

The Committee is appointed by the Board for the purposes of:

1. developing and recommending criteria to the Board for selecting new directors;
2. identifying, reviewing, evaluating and recommending to the Board individuals qualified to become Board members and members of the Committee consistent with criteria approved by the Board;
3. evaluating, nominating and recommending individuals for membership on the Board and evaluating nominations by shareholders of candidates for election to the Board;
4. receiving communications from shareholders directed to the Board, including shareholder proposals regarding director nominees to the Board;
5. reviewing and recommending to the Board corporate governance principles and applicable compliance mechanisms;
6. overseeing evaluations of the Board, individual Board members and the committees of the Board; and
7. performing such other activities consistent with this Charter, the Company's Memorandum and Articles of Association, as may be amended from time to time, and governing law, as the Committee deems appropriate or necessary or as delegated to the Committee by the Board.

IV. *Function and Responsibilities*

To fulfill its purpose and responsibilities, the Committee's functions will include the following with respect to the Company:

1. Review the size and composition of the Board.
2. Identify individuals believed to be qualified to become Board members, consistent with corporate governance principles of the Company and any other factors deemed appropriate, and consider and recommend to the Board nominees for election as directors, including nominees recommended by members of the Board and shareholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the shareholders.
3. In the event of a vacancy on the Board or any committee of the Board (including a vacancy created by an increase in the size of the Board or any committee of the Board), identify individuals qualified to fill such vacancy, consistent with any criterion set forth in the Company's corporate governance principles from time to time, as well as any other factors it deems appropriate.
4. Establish procedures for, and administer periodic performance evaluations of the Board as deemed appropriate.
5. Review periodically the composition, structure and function of the committees of the Board and recommend, as appropriate, changes in the number, function or membership of such committees.
6. Review and recommend to the Board from time to time corporate governance principles applicable to the Company.
7. Perform any other activities consistent with this Charter, the Company's Memorandum and Articles of Association, as may be amended from time to time, and governing law, as the Committee deems appropriate or necessary or as delegated to the Committee by the Board.

Notwithstanding the foregoing, and subject to the Exchange Rules, Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

V. *Delegation of Authority*

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VI. *Outside Advisors*

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of consultants as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of any such consultants, its outside counsel and other advisors. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall receive

appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside counsel and any other advisors.

VII. *Periodic Review and Amendment of Charter and Committee*

The Committee shall perform a periodic review and evaluation of the performance of the Committee and the Members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess annually the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate. Any amendment or other modification of this Charter shall be made and approved by the full Board.

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