

**CHARTER OF THE
NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF
CONECTISYS CORPORATION**

Purpose

The purpose of the Nominating Committee of the Board of Directors of ConectiSys Corporation (the “Company”) is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating Committee shall: (1) assist the Board of Directors by identifying prospective director nominees and to recommend to the Board of Director nominees for the next annual meeting of stockholders; (2) develop and recommend to the Board of Directors the governance principles applicable to the Company; (3) oversee the evaluation of the Board of Directors and management; and (4) recommend to the Board of Directors nominees for each committee.

Committee Membership and Organization

- The Nominating Committee shall be comprised of no fewer than one (1) member.
- The members of the Nominating Committee shall meet the independence requirements of the Securities and Exchange Commission and the National Association of Securities Dealers.
- The members of the Nominating Committee shall be appointed and replaced by the Board of Directors.

Committee Responsibilities and Authority

- Evaluate the current composition, organization and governance of the Board of Directors and its committees, determine future requirements and make recommendations to the Board of Directors for approval.
- Determine on an annual basis desired Board of Director qualifications, expertise and characteristics and conduct searches for potential Board of Director members with corresponding attributes. Evaluate and propose nominees for election to the Board of Directors. In performing these tasks the Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
- Oversee the Board of Directors performance evaluation process including conducting surveys of director observations, suggestions and preferences.

- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board of Directors committees, the selection of Board of Directors committee chairs, and proposal of the Board of Directors slate for election.
- Consider shareholder nominees for election to the Board of Directors.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board of Director's governance principles, for cause or for other appropriate reasons.
- Conduct an annual review on succession planning, report its findings and recommendations to the Board of Directors, and work with the Board of Directors in evaluating potential successors to executive management positions.
- Coordinate and approve Board of Directors and committee meeting schedules.
- Make regular reports to the Board of Directors.
- Review and re-examine this Charter annually and make recommendations to the Board Directors for any proposed changes.
- Annually review and evaluate its own performance.
- In performing its responsibilities, the Nominating Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.

Committee Considerations

When considering a candidate for director, the Nominating Committee shall take into account a number of factors, including the following:

- independence from management;
- depth of understanding of technology, manufacturing, sales and marketing, finance and/or other elements directly relevant to the technology and business of the Company;
- education and professional background;
- judgment, skill, integrity and reputation;
- existing commitments to other businesses as a director, executive or owner;
- personal conflicts of interest, if any; and

- the size and composition of the Board of Directors

In addition, prior to nominating a sitting director for re-election at an annual meeting of stockholders, the Nominating Committee shall consider the director's past attendance at, and participation in, meetings of the Board of Directors and its committees and the director's formal and informal contributions to their respective activities.

The Nominating Committee shall consider candidates for director recommended by any shareholder that is the beneficial owner of shares representing more than one percent of the then-outstanding shares of common stock of the Company and that has beneficially owned those shares for at least one year. The Nominating Committee will evaluate such recommendations applying its regular nominee criteria and considering the additional information set forth below. Eligible shareholders wishing to recommend a candidate for nomination as a director are to send the recommendation in writing to the Chairman of the Nominating Committee, ConectiSys Corporation, 24730 Avenue Tibbitts, Suite 130, Valencia, California 91355. A shareholder recommendation must contain the following information:

- documentation supporting that the writer is a shareholder of the Company and has been a beneficial owner of shares representing more than one percent of the then-outstanding shares of common stock of the Company for at least one year and a statement that the writer is recommending a candidate for nomination as a director;
- a resume of the candidate's business experience and educational background that also includes the candidate's name, business and residence addresses, and principal occupation or employment and an explanation of how the candidate's background and qualifications are directly relevant to the business of the Company;
- the number of shares of common stock of the Company beneficially owned by the candidate;
- a statement detailing any relationship, arrangement or understanding, formal or informal, between or among the candidate, any affiliate of the candidate, and any customer, supplier or competitor of the Company, or any other relationship, arrangement or understanding that might affect the independence of the candidate as a member of our Board of Directors;
- detailed information describing any relationship, arrangement or understanding, formal or informal, between or among the proposing shareholder, the candidate, and any affiliate of the proposing shareholder or the candidate;
- any other information that would be required under SEC rules in a proxy statement soliciting proxies for the election of such candidate as a director; and
- a signed consent of the candidate to serve as a director, if nominated and elected.

In connection with its evaluation, the Nominating Committee may request additional information from the candidate or the recommending shareholder and may request an interview with the candidate. The Nominating Committee shall have the discretion to decide which individuals to recommend for nomination as directors.