

OrangeHook, Inc.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Approved December 17, 2015

The Board of Directors (“Board”) of OrangeHook, Inc., a Minnesota corporation (“Company”), has adopted this Charter to govern the operation of the Governance and Nominating Committee (“Committee”).

1. PURPOSE

The Committee shall be responsible for advising and making recommendations to the Board with respect to corporate governance matters, reviewing and recommending candidates for the Board of Directors of the Company, and any other related matters under the federal securities laws.

2. ORGANIZATION

2.1. Composition, Appointment, and Removal. This Committee shall be comprised of two or more directors, as determined and appointed by the Board. The Board shall designate a member of the Committee as Chairperson. The Chair of the Committee shall conduct the meetings as well as represent the Committee to the Company’s Board. Committee members may be removed or replaced by the Board with or without cause.

2.2. Requirement of Independence. Each Committee member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. In addition, each Committee member shall be an independent director as defined by the rules of the Securities and Exchange Commission (“SEC”) and NASDAQ.

3. RESPONSIBILITIES

The Committee shall have the following responsibilities.

3.1. Governance.

a. Develop, review, and revise, as appropriate, for adoption by the Board, a set of corporate governance guidelines consisting of principles, policies, and processes of corporate governance by which the Company and the Board shall be governed (“Corporate Governance Guidelines”). The Corporate Governance Guidelines shall include, but are not limited to, director qualification standards; director responsibilities; director access to management and, as necessary and appropriate, independent advisors; director compensation; director orientation and continuing education; management succession planning; policies for evaluation of the Board and the Chairperson; shareholder communications; director attendance at annual meetings; election and reelection of Board members; and succession planning for the Board chairperson and other Board leaders.

b. Annually review the composition of the Board as it relates to the governance and business needs and requirements of the Company, and report to the Board regarding suggested changes in Board composition that will guide the Committee in the selection, recruitment, and recommendation of directors.

c. Develop and recommend to the Board for approval, director independence guidelines. Make an affirmative determination that each independent director has no relationship with the Company that would impair such director’s independence.

d. Review and make recommendations to the Board regarding shareholder proposals that relate to corporate governance.

e. Develop, review and revise as appropriate, for adoption by the Board an ethics and code of conduct policy by which the Company and its directors, officers, employees and agents will be governed (“Code of Ethical Business Conduct”); provided, that the Audit Committee exercises these tasks with regard to the Code of Ethical Business Conduct as it relates to the Company’s financial reporting processes and internal control system. Investigate any alleged breach or violation of the Code of Ethical Business Conduct, enforce the provisions of the Code of Ethical Business Conduct, and generally monitor compliance with the Code of Ethical Business Conduct.

f. Annually review the Committee’s Charter, composition, processes, and membership requirements and submit any recommended changes to the Board.

3.2. Nomination.

a. Identify, screen, and nominate individuals who, in addition to satisfying the requirements of independence, possess the qualities, skills, and qualifications required to become members of the Board (“Director Criteria”). The Director Criteria include, among other things, qualities such as community involvement, diversity, and personal characteristics. Candidates should also have an appropriate mix of skills and qualifications. The blend of skills and qualifications needed will be determined by the Committee based on the strategy of the company and the composition of the board. Candidates should possess some of the following skills and qualifications: education, industry experience or knowledge, financial expertise, financial literacy, leadership,

talent management, operations, entrepreneurial management, and others as the Committee deems appropriate.

b. Consider any director candidates recommended by the Company's shareholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines.

c. Annually review the composition of the Board and its committees and report to the Board regarding suggested changes in Board or committee composition. Make recommendations to the Board regarding the selection and approval of nominees for director to be submitted to a shareholder vote at the annual meeting of the shareholders.

d. Terminate, when advisable, the membership of Board members in accordance with applicable corporate policy, for cause or other appropriate reasons, and make appropriate recommendations to the Board with respect to such matters.

e. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.

3.3. Evaluation and Review.

a. Evaluate the Board's committees and committee members, including the Governance and Nominating Committee and the members thereof, and make appropriate recommendations to the Board with respect to such matters.

b. Recommend the reelection of Board members who are performing effectively and who continue to provide a competency needed on the Board.

c. Report regularly to the Board regarding the execution of the Committee's duties and responsibilities, and review with the Board any material matters discussed or acted upon by the Committee.

d. At least annually, review and reassess the adequacy of this Charter and obtain the approval of the Board for any proposed changes to this Charter.

3.4. Other Responsibilities.

a. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

4. AUTHORITY.

The Committee shall have the authority to:

4.1. Advisors. At the sole expense of the Company, (i) select, retain, and obtain the advice of counsel, (which may be, but need not be, the regular corporate counsel to the Company), and (ii) employ one or more recruiting firms to assist in the identification and recruitment of director candidates and other advisors.

4.2. Advice of Management. As the Committee shall deem appropriate, request and receive from the Chief Executive Officer, the Chief Financial Officer, and such other members of the Company's management, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

5. COMMITTEE OPERATION; MEETINGS; MINUTES

5.1. Committee Operation. The Committee must meet as often and at such times and places as the Committee deems necessary to fulfill its responsibilities under this Charter. The Chairperson of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee is governed by the same rules regarding meetings and actions without meetings, notice and waiver of notice, and quorum and voting requirements applicable to the Board. As such, the Committee may meet in person or by means of telephone conference call, and may also act by means of unanimous written consent. Committee responsibilities are reviewed and reassessed annually with changes approved by the full Board of Directors.

5.2. Minutes. The Committee shall maintain written minutes of its meetings. The Committee shall make such minutes available to the members of the Board of Directors, and shall file such minutes with the minutes of the meetings of the Board of Directors.

6. COOPERATION OF MANAGEMENT

All members of management of the Company are requested to cooperate with the Committee, and to render assistance to it, as it shall request in carrying out its functions.