

**VerifyMe, Inc.**  
**Board of Directors**  
**Mergers & Acquisitions Committee Charter**

**Purpose**

The Board of Directors (the “Board”) of VerifyMe, Inc. (the “Company”), has established the Mergers & Acquisitions Committee (the “Committee”) to review and assess, and assist the Board in reviewing and assessing, potential mergers, acquisitions, joint ventures and strategic investments in which the Company engages as part of its business strategy from time to time.

**Composition**

The Committee members shall be appointed, and may be removed, with or without cause, at any time, by the Board. The Committee shall consist of no fewer than three directors. The Board will designate a Chair of the Committee.

**Meetings**

Meetings of the Committee may be called by the Chair of the Committee and shall be called by the Chair at the request of any member of the Committee, or such meetings may be called by any member if there shall be no Chair. Notice of each meeting of the Committee shall be sent to each member of the Committee by mail at least two (2) days before the day on which the meeting is to be held, or shall be given personally or by any other means of communication (e.g. electronic mail, facsimile or other transmission) no later than one (1) day before the day on which the meeting is to be held. Notice of any meeting may be waived before or after the meeting.

**Quorum and Action**

A majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at the meeting at which a quorum is present shall be the act of the Committee.

**Authorities and Responsibilities**

The Committee shall have the authority and responsibility to:

1. Review and make recommendations to the Board with respect to the Company’s merger, acquisition, joint venture and strategic investment strategies.
2. Assist management with the identification and review of merger, acquisition, joint venture and strategic investment opportunities, as appropriate. In connection with such review, the Committee shall assess risks to the Company in connection with any proposed merger, acquisition, joint venture or strategic investment.
3. Make recommendations to the Board regarding mergers, acquisitions, joint ventures and strategic investments. In connection therewith, the Committee will review and make recommendations to the Board with respect to the relevant terms for any merger, acquisition, joint venture or strategic investment.

4. Oversee the Company's integration planning process for any merger, acquisition, joint venture or strategic investment transaction.
5. Evaluate the execution, financial results and the integration of any completed merger, acquisition, joint venture and strategic investment transaction.
6. Regularly report to the Board with respect to the Committee's activities.

The Committee shall have other such duties as may be delegated from time to time by the Board and are not inconsistent with the terms of this Charter, or limitations imposed by applicable legal or regulatory requirements, the Board, the Company's Amended and Restated Articles of Incorporation, as amended, and the Company's Amended and Restated Bylaws.

#### **Advice From Third Party Advisers**

The Committee shall have the resources and authority that are necessary and appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants at the Company's expense. The Committee shall have the sole authority to approve the fees with respect to such advisers.

#### **Evaluation**

The Committee shall periodically review its performance and report the evaluation results to the Board.

The Committee shall review this Charter periodically, at least annually, and recommend any proposed changes to the Board for approval.

Approved July 14, 2020