

ENERGYCONNECT GROUP, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. Purpose. The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of EnergyConnect Group, Inc. (the “Company”) has been established to address the issues surrounding the composition and operation of the Board. The Committee provides assistance to the Board, the Chairman of the Board and the Chief Executive Officer in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee’s goal is to assure that the composition, practices and operation of the Board contribute to value creation and effective representation of the Company’s stockholders.

2. Structure and Membership.

2.1 Number. The Committee shall consist of at least two independent directors (as determined by the Board in compliance with applicable federal law). Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Nominating and Governance Committee of the Board.

2.2 Compensation. The compensation of Committee members shall be as determined by the Board.

3. Authority. To allow the Committee to achieve its purpose and satisfy its responsibilities, the Committee shall have the authority described in this Section 3.

3.1 Shareholder Recommendations. The Committee shall have the authority to establish policies and procedures for the evaluation of candidates put forth by the Company’s shareholders.

3.2 Subcommittees. The Committee may establish subcommittees of one or more members, and delegate its authority and responsibilities to such subcommittees, when appropriate and in accordance with applicable rules and regulations.

3.3 Consultants and Advisors. The Committee may engage executive search firms and other advisors, from time to time, to advise the Committee on director candidates, corporate governance matters or any other matters within the scope of this Charter.

3.4 Other Actions. The Committee may take such other actions as the Committee deems necessary or appropriate to satisfy its responsibilities set forth in this Charter or as otherwise delegated by the Board.

4. Meetings. The Committee shall meet at least two times per year, with authority to convene additional meetings as circumstances require. The Committee may invite members of

management, compensation consultants or other advisors to attend meetings; provided, however, the Committee may meet in executive session at its discretion.

5. Responsibilities. The Committee's responsibilities in the areas of nomination of directors and corporate governance shall be as set forth in this Section 5.

5.1 Responsibilities Related to the Nomination of Directors.

(a) *Shareholder Recommendations.* The Committee shall review and evaluate all candidates submitted by the Company's shareholders.

(b) *Director Nominees.* The Committee shall make recommendations to the Board regarding all nominees for Board membership, whether for the slate of directors to be nominated by the Board for election by the Company's shareholders or any director nominees to be elected by the Board to fill interim director vacancies.

(c) *Director Change in Status.* The Committee shall, acting together with the Board's Chairman and the Chief Executive Officer, determine the effect of a director's change in employment status and request the Board to consider and accept such director's resignation if appropriate.

5.2 Responsibilities Related to Corporate Governance.

(a) *Corporate Governance Matters.* The Committee shall regularly review issues and developments related to corporate governance matters and formulate and recommend governance principles to the Board as it deems appropriate.

(b) *Committees of the Board.* The Committee shall make recommendations to the Board regarding committee structure and delegated responsibilities to be included in the charter of each Board committee.

(c) *Committee Assignments.* The Committee shall appoint directors to committees and appoint chairpersons of Board committees as it deems desirable from time to time.

(d) *Meetings of the Board and Committees.* The Committee shall evaluate and recommend any revisions to Board and committee meeting policies and procedures.

(e) *Board of Directors.* The Committee shall regularly evaluate the size and composition of the Board and recommend changes as it deems appropriate.

(f) *Performance Evaluation.* The Committee may solicit input from the Board and conduct a review of the effectiveness of the operation of the Board and its committees and the Company's senior executives, including reviewing governance and operating practices and proposing governance guidelines for the Company.

(g) *Director Orientation and Education.* The Committee shall evaluate and recommend a policy for new director orientation, training and ongoing education programs for the directors.

(h) *Policies and Procedures.* The Committee will set guidelines for Board meeting processes and procedures, including recommendations for content and delivery of Board Meeting materials.

(i) *Company Articles and Bylaws.* The Committee shall review and propose changes, if any, to the Company's Articles of Incorporation and Bylaws.

(j) *Shareholder Matters.* The Committee shall review any significant shareholder relations issues including any communications from shareholders to the Board.

5.3 Additional Responsibilities. The Committee shall have such other responsibilities as may be delegated from time to time by the Board of Directors.

6. Reporting. The Committee's reporting responsibilities will include reports to the Board about Committee activities, issues and related recommendations, the preparation of written minutes of Committee meetings and reviewing the information about the Committee's activities and procedures to be included in the Company's proxy statement relating to its annual meeting of stockholders.

7. Committee Charter. The Committee shall also perform other activities related to this Charter as requested by the Board, including: (i) a review and assessment of the adequacy of this Charter annually and request for Board approval of any proposed changes; and (ii) ensure that this charter is published or otherwise made publicly available as required by rules and regulations established by the Securities and Exchange Commission.

Adopted by the Board of Directors on May 1, 2009.