

## **DYNARESOURCE, INC. (the “Company”)**

### **Nominating Committee Charter (the “Charter”)**

The responsibilities and powers of this Nominating Committee (the “Committee”) as delegated by the Company’s Board of Directors (the “Board”) are outlined in this charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

#### **I. PURPOSE**

As set forth herein, the Committee shall, among other things:

- Discharge the responsibilities of the Board relating to the appropriate size, functioning and needs of the Board including, but not limited to, identification, recommendation, recruitment, and retention of high-quality Board members and committee composition and structure.

#### **II. MEMBERSHIP**

The Committee shall consist of at least two members of the Board as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of the NASDAQ Capital Market, used herein as a proxy and as amended from time to time, except and until the Company is listed on a major exchange, the CEO shall be a member of the Nominating Committee, after which the applicable laws and the rules of the stock exchange upon which the Company’s securities are listed will be followed.

The Board shall elect the members of this Committee at the first Board meeting practicable following the annual meeting of stockholders and may make changes from time to time pursuant to the provisions below. Unless a chairman (the “Chair” or “Chairman”) is elected by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

A Committee member may resign by delivering his or her written resignation to the Chairman of the Board or may be removed by a majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

#### **III. MEETINGS AND COMMITTEE ACTION**

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Committee shall be called by the Chairman of the Committee upon such notice as is provided for in the by-laws of the Company with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee shall report on material matters from each meeting to the Board.

The Chairman of the Committee may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the Chairman shall appoint as Secretary a person who may, but need not, be a member of the

Committee. The minutes of a meeting of the Committee executed by the Secretary and the Chairman of the Committee setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.

The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee shall have the option to meet in camera without management at each meeting of the Committee

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

- Developing the criteria and qualifications for membership on the Board.
- Reviewing and assessing the size, composition, and operation of the Board to ensure effective decision-making.
- Recruiting, reviewing, nominating, and recommending candidates for election to the Board or to fill vacancies on the Board.

Reviewing candidates proposed by stockholders and conducting appropriate inquiries into the background and qualifications of any such candidates.

- Establishing subcommittees to evaluate special or unique matters.
- Monitoring and making recommendations regarding committee functions, contributions, and composition.
- Evaluating, on an annual basis, the Board's and management's performance.
- Evaluating, on an annual basis, the Committee's performance and report to the Board on such performance.
- Developing and making recommendations to the Board regarding corporate governance guidelines for the Company.
- Retaining and terminating any advisors, including search firms to identify director candidates, compensation consultants as to director compensation, and legal counsel, including sole authority to approve all such advisors' or search firms' fees and other retention terms, as the case may be.
- Annually review the Company's policies, charters, position descriptions, codes, and any other documents deemed relevant and recommend any changes to the Board for consideration.
- Ensure that all corporate governance documents referred to above are publicly disclosed on the Company's website and available to any shareholder on request.

#### **V. REPORTING**

The Committee shall report to the Board periodically. The Committee shall prepare a statement each year concerning its compliance with this charter for inclusion in the Company's proxy

statement. The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

#### **VI. ACCESS TO INFORMATION AND AUTHORITY**

The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers, and employees will be directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company's expense, independent legal, financial, and other advisors, consultants, and experts, to assist the Committee in fulfilling its duties and responsibilities.

The Committee has the sole authority to retain and terminate any executive search firm to assist the Committee in identifying director candidates, including sole authority to approve the fees and other terms of retention of such search firms.

## **Board of Director Candidate Guidelines**

The Nominating Committee of DynaResource, Inc. (the "Company") will identify, evaluate and recommend candidates to become members of the Board of Directors (the "Board") with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Nominating Committee by the Company's stockholders in accordance with the Company's policy, a copy of which is attached hereto. Candidates will be reviewed in the context of the then current composition of the Board, the operating requirements of the Company and the long-term interests of the Company's stockholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to the requirements of the NASDAQ Capital Market.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
- Whether the candidate has the ability to read and understand basic financial statements. The Nominating Committee also will determine if a candidate satisfies the criteria for being an "audit committee financial expert," as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant education, experience and expertise and would be able to provide insights and practical wisdom based upon that education, experience and expertise.
- Whether the candidate has knowledge of the Company and issues affecting the Company.
- Whether the candidate is committed to enhancing stockholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment, and to assume broad fiduciary responsibility.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- Whether the candidate is able to suggest business opportunities to the Company.

## **Stockholder Recommendations for Directors**

Stockholders who wish to recommend to the Nominating Committee a candidate for election to the Board of Directors should send their letters to DynaResource, Inc., 222 W. Las Colinas Blvd, Suite 1910 North Tower, Irving, Texas 75039, Attn: Corporate Secretary. The Corporate Secretary will promptly forward all such letters to the members of the Nominating Committee.

Stockholders must follow certain procedures to recommend to the Nominating Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Nominating Committee to evaluate candidates recommended by stockholders in connection with selecting candidates for nomination in connection with the Company's annual meeting of stockholders, the Corporate Secretary must receive the stockholder's recommendation no later than the close of business on the 90th day nor earlier than the 120th day before the anniversary date of the immediately preceding annual meeting of stockholders.

The recommendation must contain the following information about the candidate:

- Name;
- Age;
- Business and current residence addresses;
- Principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
- Educational background;
- Permission for the Company to conduct a background investigation, including the right to obtain education, employment and credit information;
- The number of shares of common stock of the Company owned beneficially or of record by the candidate;
- The information that would be required to be disclosed by the Company about the candidate under the rules of the Securities and Exchange Commission in a Proxy Statement soliciting proxies for the election of such candidate as a director (which currently includes information required by Items 401, 404 and 405 of Regulation S-K);
- A signed consent of the nominee to serve as a director of the Company, if elected.

In addition to the information detailed above, the nominating stockholder must provide information concerning the nominating stockholder's share ownership and other information in accordance with the requirements of Section 3.2(d) of the Company's bylaws.