



**Nominations Committee Charter
of
ShiftPixy, Inc.**

September 26, 2016

Requirements

1. Nasdaq Rule 5605(e) provides as follows:
 - (e) Independent Director Oversight of Director Nominations
 - (1) Director nominees must either be selected, or recommended for the Board's selection, either by:
 - (A) Independent Directors constituting a majority of the Board's Independent Directors in a vote in which only Independent Directors participate, or
 - (B) a nominations committee comprised solely of Independent Directors.
 - (2) Each Company must certify that it has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws.
 - (3) Non-Independent Committee Member under Exceptional and Limited Circumstances. Notwithstanding paragraph 5605(e)(1)(B) above, if the nominations committee is comprised of at least three members, one director, who is not an Independent Director as defined in Rule 5605(a)(2) and is not currently an Executive Officer or employee or a Family Member of an Executive Officer, may be appointed to the nominations committee if the board, under exceptional and limited circumstances, determines that such individual's membership on the committee is required by the best interests of the Company and its Shareholders. A Company that relies on this exception must disclose either on or through the Company's website or in the proxy statement for next annual meeting subsequent to such determination (or, if the Company does not file a proxy, in its Form 10-K or 20-F), the nature of the relationship and the reasons for the determination. In addition, the Company must provide any disclosure required by Instruction 1 to Item 407(a) of Regulation S-K regarding its reliance on this exception. A member appointed under this exception may not serve longer than two years.
 - (4) Independent Director oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party. However, this does not relieve a Company's obligation to comply with the committee composition requirements under Rules 5605(c), (d) and (e).

- (5) This Rule 5605(e) is not applicable to a Company if the Company is subject to a binding obligation that requires a director nomination structure inconsistent with this rule and such obligation pre-dates the approval date of this rule.
2. With regard to the number and qualifications of members of the Committee at the time of listing with Nasdaq, Nasdaq Rule 5615 provides as follows:
 - (b) Phase-In Schedules
 - (1) Initial Public Offerings. A Company listing in connection with its initial public offering shall be permitted to phase in its compliance with the independent committee requirements set forth in Rules 5605(d)(2) and (e)(1)(B) on the same schedule as it is permitted to phase in its compliance with the independent audit committee requirement pursuant to Rule 10A-3(b)(1)(iv)(A) under the Act. Accordingly, a Company listing in connection with its initial public offering shall be permitted to phase in its compliance with the committee composition requirements set forth in Rule 5605(d)(2) and (e)(1)(B) as follows: (1) one member must satisfy the requirement at the time of listing; (2) a majority of members must satisfy the requirement within 90 days of listing; and (3) all members must satisfy the requirement within one year of listing. Furthermore, a Company listing in connection with its initial public offering shall have twelve months from the date of listing to comply with the majority independent board requirement in Rule 5605(b). Companies may choose not to adopt a nomination committee and may instead rely upon a majority of the Independent Directors to discharge responsibilities under Rule 5605(b). For purposes of the Rule 5600 Series other than Rules 5605(c)(2)(A)(ii) and 5625, a Company shall be considered to be listing in conjunction with an initial public offering if, immediately prior to listing, it does not have a class of common stock registered under the Act. For purposes of Rule 5605(c)(2)(A)(ii) and Rule 5625, a Company shall be considered to be listing in conjunction with an initial public offering only if it meets the conditions in Rule 10A-3(b)(1)(iv)(A) under the Act, namely, that the Company was not, immediately prior to the effective date of a registration statement, required to file reports with the Commission pursuant to Section 13(a) or 15(d) of the Act.

Purpose

The Nominating Committee of the Board of Directors (the “Board”) of ShiftPixy, Inc., a Wyoming corporation (the “Company”), is responsible for (a) identifying individuals qualified to become Board members, consistent with criteria approved from time to time by the Board, (b) selecting, or recommending that the Board select, the director nominees to election at each annual meeting of stockholders, and (c) recommending to the Board members of the Board to serve on the standing committees of the Board.

Committee Membership

1. **Size.** Subject to the Company's ability to phase in members of the Committee, the size of the Committee shall be determined by the Board, provided that it shall consist of at least three (3) members.
2. **Qualifications.** Each Committee member shall meet the independence criteria of the listing requirements of the Nasdaq Stock Market ("Nasdaq"). Desirable qualifications for Committee members include, but are not limited to, experience in corporate governance, business management, personnel or human resources management, and organizational behavior.
3. **Selection and Term.** The Board shall select the Committee members. The Committee will select a Committee Chair from among its members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Meetings

1. **In General.** The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee Chair shall supervise the conduct of the meetings and will have other responsibilities which the Committee may designate from time to time.
2. **Invitations.** The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, attend a meeting or meet with any members or representatives of the Committee.
3. **Delegation.** The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee to the fullest extent permitted by law or applicable rules or regulations of Nasdaq or the SEC.

Committee Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. **Identify New Director Candidates.** The Committee shall identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size or industry, the interplay of the candidate's experience with the experience of other board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
2. **Recommend Committee Members.** The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in each committee's charter and taking into consideration such other factors as the Committee deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.
3. **Evaluate Incumbent Directors.** The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board.
4. **Review Possible Conflicts of Interest.** The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
5. **Board Reports.** At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate.
6. **Other Delegated Duties or Responsibilities.** The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

The Committee's duties and responsibilities shall, in all respects, be subject to applicable requirements of the rules and regulations of Nasdaq and the Securities and Exchange Commission (the "SEC"), and to any contractual arrangements to which the Company is a part or subject to from time to time, including any applicable agreements with stockholders of the Company.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any appropriate changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.