



**Perseon Corporation
Corporate Governance and Nominating Committee Charter**

I. Purpose

The Board of Directors (“Board”) of Perseon Corporation (“Company” or “PRSN”) is committed to establishing and maintaining corporate governance practices designed to contribute to the long-term success of the Company and enhance and protect shareholder value. The Corporate Governance and Nominating Committee (“Committee”) is appointed by the Board to assist the Board in: (a) identifying qualified individuals to become Board members, (b) determining the composition of the Board and its committees, (c) monitoring and assessing Board effectiveness and (d) developing and implementing the Company’s corporate governance guidelines.

II. Committee Composition

Except as provided by Nasdaq Rule 5605(e), the Committee shall be comprised of three or more directors as determined by the Board, each of whom satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market. The members of the Committee shall be appointed and may be replaced by the Board. The Committee Chair shall be appointed by the Board.

III. Meetings

The Committee shall meet as often as it deems necessary, but no less than twice a year. At all Committee meetings, a majority of the total number of members shall constitute a quorum and shall be empowered to act on behalf of the Committee. The Committee may, in its discretion, form and delegate all or a portion of its authority, duties and responsibilities to one or more subcommittees of the Committee. Minutes shall be kept of each meeting of the Committee or subcommittee thereof.

IV. Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firm’s fees and other retention terms.

V. Responsibilities

The Committee's responsibilities include the following:

- Make regular reports to the Board.
- Monitor and protect the Board's independence.
- Promote the quality of directors through continuing education and training as deemed appropriate.
- Oversee and review the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and committee meetings.
- Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the Annual Meeting of Shareholders and for appointment to the committees of the Board (including the Committee).
- Review and consider any shareholder recommended candidates for nomination to the Board.
- Assist in indentifying, interviewing and recruiting candidates for the Board.
- In the case of a vacancy, recommend to the Board an individual to fill such vacancy.
- Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
- Monitor non-Board services provided by directors to the Company.
- Recommend to the Board removal of a director where appropriate.
- Annually review the composition of each Board committee and present recommendations for committee memberships to the Board as needed.
- Review and assess the adequacy of the Company's policies and practices on corporate governance and recommend any proposed changes to the Board for approval.
- Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

- Review annually the Committee's own performance.
- Review and reassess annually the Committee Charter and recommend any proposed changes to the Board for approval.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.