Nominating and Corporate Governance Committee Charter

I. Membership and Term

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of BOXABL Inc. (the "Company") shall consist of three or more directors who will perform the following functions during their term of service.

A. Independence Requirements

At least two members of the Committee shall be independent in accordance with Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the requirements of Nasdaq Listing Rule 5605(e).

Accordingly, Committee members shall not:

1. Have been employed by the Company during the last three years;
2. Have a Family Member (defined below) who is, or at any time during the past three years was, employed by the Company as an Executive Officer;
3. Have received, or has a Family Member who received, compensation from the Company in excess of $120,000 during any consecutive 12-month period within the three years preceding the determination of independence unless:
    a. Such amount was paid for Board or committee service; or
    b. The Family Member was an employee but not an Executive Officer of the Company; or
    c. Such amount consists of benefits under a tax-qualified retirement plan or non-discretionary compensation;
4. Have or has a Family Member with an interest in any transaction involving the Company in which the amount exceeds the lesser of $120,000 or one percent of the average of the Company's total assets at year end for the last two completed fiscal years;
5. Serve as, or have a Family Member who serves as, a partner, a controlling shareholder or an Executive Officer of any organization, including any law firm, to which the Company made, or from which the Company received, payments for property or services in any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year or $200,000, whichever is more, unless such payments relate solely to investments in the Company's securities or were made under a non-discretionary charitable contribution matching program;
    a. If the law firm is a sole proprietorship, then the payments made by the Company to that law firm cannot exceed $120,000.
6. Be employed as an Executive Officer, or have a Family Member employed as an Executive Officer, of another entity where at any time during the last three years any of the Company's Executive Officers served on the compensation committee of such other entity; and

7. Serve as partner, or have a Family Member who is a current partner, of the Company's outside auditor; or who was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during the last three years.

"Executive Officer" means the Company's Chief Executive Officer, Principal Financial Officer, Principal Accounting Officer, the Controller, the Director of Marketing, the General Counsel, the President or any Vice President in charge of a principal business unit, division or function (such as sales, administration or finance), and any other officer who performs a policy-making function for the Company, including officers of the Company's parent or subsidiaries.

"Family Member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

B. Term

The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

II. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, development and maintenance of the Company's corporate governance policies, practices and procedures, oversight of the board and board committee assessment process, and any related matters required by the federal securities laws.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

A. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria").

B. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria.

C. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.

D. The Committee shall consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.

E. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.

F. To oversee the Company's corporate governance policies, practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its articles of incorporation, by-laws, and any stockholder agreement currently in effect.

G. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

H. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually.

I. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

J. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

K. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

L. To review related party transactions as defined by Item 404 of Regulation S-K and conflicts of interest identified by the Audit Committee for compliance with the independence standards that apply to that individual based on which committee they serve or in connection with the nomination of an individual to serve on the Board or a Board committee.

M. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

N. To review the Company's Code of Ethics: Our Values, Conduct and Behavior (the "Code"), and periodically recommend to the Board any changes to the Code.

O. To review any director resignation letter tendered, and evaluate and recommend to the Board whether such resignation should be accepted.

P. To conduct an annual review of Company's management succession plans and leadership development initiatives.

Q. To provide oversight of the Company's practices and strategy pertaining to the following mandates:

    1. Workforce health and safety;
    2. Human capital management;
    3. Energy efficiency and the environmental impact of the Company's homebuilding process;
    4. Home affordability, business ethics and compliance; and

5. Data privacy and protection.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm, and any other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, compensation consultant and any other advisors.

The director search firm, outside counsel, executive search firm, and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

V. Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

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

VI. Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two Committee members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VII. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.