



BRIGHT MOUNTAIN MEDIA, INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

Charter

This charter (the “*Charter*”) governs the operations of the Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Bright Mountain Media, Inc. (the “*Company*”). The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have the sole authority to amend this Charter.

Membership

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange (“*NYSE*”). The members of the Committee shall be appointed by the Board. The members of the Committee 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.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to (i) assessing the Board’s performance, (ii) making recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees for the Board and (iii) ensuring the Company’s compliance with appropriate corporate governance policies and procedures.

Duties and Responsibilities

The Committee shall have the following responsibilities:

- assist the Board in selecting nominees for election to the Board;
- monitor the composition of the Board;
- develop and recommend to the Board, and annually review, a set of effective corporate governance policies and procedures applicable to the Company; and
- regularly review the overall corporate governance of the Company and recommend improvements to the Board as necessary.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as necessary at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall regularly report 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.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

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.