



**CHARTER OF THE EXECUTIVE COMMITTEE OF THE
BOARD OF DIRECTORS OF XG SCIENCES, INC.**

June 18, 2015

The Board of Directors (the "Board") of XG Sciences, Inc. (the "Corporation") has established an Executive Committee ("Committee") to be comprised from time to time of certain of its directors. The Board has adopted this charter to set forth the purposes, authority, composition, procedure, and responsibilities of the Committee.

I. PURPOSE

The Committee is appointed by the Board to exercise the powers and duties of the Board between Board meetings and while the Board is not in session and to implement the policy decisions of the Board.

II. AUTHORITY

A. Powers and Authority of Committee

During the intervals between meetings of the Board, the Committee may exercise all of the powers and authority of the Board of Directors for the purpose of acting upon matters that should not be postponed until the next scheduled meeting of the Board. The members of the Executive Committee are to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Corporation and its shareholders. The Committee will have all powers and authority of the Board enumerated in the Bylaws of the Corporation, except to:

1. Take action specifically reserved for another committee of the Board;
2. Amend the Corporation's Articles of Incorporation or Bylaws;
3. Adopt an agreement of merger, conversion, or share exchange;
4. Recommend to shareholders the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
5. Recommend to shareholders a dissolution of the Corporation or a revocation of a dissolution;
6. Fill vacancies in the Board;
7. Declare a distribution or dividend or to authorize the issuance of shares; or

8. Take action with respect to any other matter that the Board may not delegate to the Committee under the Michigan Business Corporation Act, the Corporation's Articles of Incorporation, the Corporation's Bylaws, or the Corporation's contractual commitments.

Notwithstanding the foregoing, the Board may, by resolution or an amendment to this Charter, restrict the powers and authority of the Committee, in its sole discretion. In addition, the Committee shall comply with all directions of the Board and shall discharge all duties and responsibilities expressly delegated by the Board to the Committee.

The Committee may 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 determine to be appropriate.

B. Funding

The Corporation will provide appropriate funding, as determined by the Board, for compensation to advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

III. COMPOSITION OF THE COMMITTEE

The members of the Committee will be appointed by the Board from among the Corporation's directors, and the Board may fill vacancies at any regular or special meeting. The members of the Committee will serve at the pleasure of the Board until their successors are duly elected and qualified by the Board, or until their resignation or removal. The Board will determine the number of members on the Committee from time to time, but in any event the Committee will be composed of at least three Board members or any greater minimum number as required by applicable law or the Corporation's Bylaws. The Board may appoint a chairperson and secretary for the Committee. If the Board does not appoint a chairperson or a secretary, the members of the Committee may elect a chairperson or secretary, respectively, by majority vote.

IV. COMMITTEE MEETINGS

The Committee will meet as frequently as circumstances dictate. The chairperson of the Board, any member of the Committee, or the chief executive officer of the Corporation may call meetings of the Committee. The chairperson of the Committee, in consultation with the Committee members and management, will determine the frequency and length of Committee meetings and develop the Committee's agenda.

Except as otherwise required by the Bylaws or the Articles of Incorporation of the Corporation, a majority of the members of the Committee constitutes a quorum for the transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Committee; provided that if only two members of the Committee are present at a meeting and by their presence form a quorum, then the unanimous vote of those two

members is required to constitute an action of the Committee. Action may be taken by the Committee without a meeting if, before or after the action, all members of the Committee consent thereto in writing. The written consent will be filed with the minutes of the proceedings of the Committee. The members of the Committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting will constitute presence in person at the meeting.

V. REPORTS

The Committee chairperson will prepare and circulate a proposed agenda for each of the Committee's meetings, and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of meetings as practical. The secretary of the Committee will keep written minutes of each meeting, which will set forth the Committee's actions, and will be duly filed in the Corporation's records. The minutes will be circulated in draft form to all Committee members to ensure an accurate final record, and they will be approved at a subsequent meeting of the Committee.

The Committee will make recommendations to the Board as the Board requests or the Committee deems to be appropriate. Reports of meetings of the Executive Committee, including a report of all actions taken, will be made to the Board of Directors at its next regularly scheduled meeting following the Executive Committee meeting, accompanied by any recommendations to the Board of Directors.

VI. MISCELLANEOUS

Nothing in this Charter will be deemed to amend the provisions of the Bylaws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the Bylaws. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

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