

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ARRHYTHMIA RESEARCH TECHNOLOGY, INC.
CHARTER**

I. Purpose

The Committee shall (i) identify qualified individuals to serve as board members, including incumbent directors; (ii) recommend candidates for election or re-election, including persons to fill newly created director positions or board vacancies; (iii) recommend directors for committee membership; (iv) lead the Board in its annual self-evaluation; and (v) develop, implement and monitor the Company's corporate governance guidelines.

II. Composition

The Committee shall consist of at least three directors, all of which directors shall be "independent" in accordance with the laws, rules and regulations of the listing exchange on which the Company's securities are listed. The members of the Committee shall be appointed by the Board of Directors at the annual organizational meeting of the Board of Directors. The Board shall appoint one member to serve as Chairman of the Committee.

III. Responsibilities

The Committee's primary responsibilities are to:

- Recommend to the Board individuals qualified for election or re-election as members of the Board;
- Assist the Board in attracting and identifying qualified candidates and conducting the appropriate inquiries into the backgrounds and qualifications of possible nominees as vacancies or newly created positions occur. Determine each proposed nominee's qualifications for service on the Board.
- Evaluate the size of the Board of Directors and recommend any changes to the Board. Monitor the composition of the Board of Directors and committees to determine whether it may be appropriate to add individuals with different backgrounds or skills in order to achieve the objectives of the Company and the Board.
- Review the qualifications of, and make recommendations regarding, director nominations submitted to the Company by shareholders of the Company in accordance with the Company's by-laws or otherwise.
- Review the Board of Directors' committee structure and recommend to the Board for its approval directors to serve as members of each committee. Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed. Assess appropriateness of each committee, and if necessary, recommend the creation or elimination of committees. Determine committee chairpersons with the Company's CEO and Chairman of the Board.
- Develop and recommend to the Board for its approval corporate governance guidelines, including guidelines with respect to shareholder communications and nominations. Monitor and review emerging corporate governance issues and principles and recommend revised rules and processes, as necessary. Review the current corporate governance guidelines on an annual basis, or more frequently if necessary.
- Review this Charter from time to time but no less frequently than annually and recommend any changes thereto to the Board.

- Review annually the Company's Code of Conduct and Ethics and recommend any proposed changes to the Board.
- Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board, its committees and individual directors. Oversee the annual self-evaluations.
- Undertake such other responsibilities as may be delegated to the Committee by the Board from time to time.

IV. Nomination and Appointment

The Committee believes that it is in the best interest of the Company and its stockholders to obtain highly-qualified candidates to serve as members of the Board. The Committee will consider such factors as it deems appropriate to assist in developing a Board and committees that are diverse in nature and comprised of experienced and seasoned advisors. These factors may include decision-making ability, judgment, personal integrity and reputation, experience with businesses and other organizations of comparable size, experience as an executive with a publicly traded company, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

V. Meetings

The Committee shall meet as often as it determines is appropriate, but not less frequently than semi-annually, and report its actions and recommendations to the Board. The Committee may request any officer or other employee of the Company, or any representative of legal counsel or other advisors to attend meetings or to meet with any members or representatives of the Committee.

VI. Resources and Authority

The Committee will have appropriate resources and authority to discharge its responsibilities as required by law, including the authority to engage independent counsel and other advisors, including a search firm to identify director candidates, retained by the Committee to assist it in carrying out its responsibilities.

VII. Amendment

This Charter and any provision hereof may be amended or repealed by a simple majority of the Board. Any policies and procedures adopted or implemented from time to time by the Committee may be amended or repealed by the Committee.