

**CHARTER FOR THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD
OF DIRECTORS OF
ELEPHANT TALK COMMUNICATIONS, INC.**

Purpose:

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors of Elephant Talk Communications, Inc. shall be to consider and report periodically to the Board of Directors on matters relating to the identification, selection and qualification of the Board of Directors and candidates nominated to the Board of Directors and to advise and make recommendations to the Board of Directors with respect to corporate governance matters.

Membership:

The Committee shall consist of two or more directors designated as members of the Committee by the full Board of Directors. The Committee shall be appointed by, and will serve at the discretion of, the Board of Directors. Each director shall be "independent" according to the American Stock Exchange requirements.

Responsibilities:

The responsibilities of Committee shall be:

- Developing and recommending to the Board of Directors specific guidelines and criteria for screening and selecting nominees to the Board of Directors;
- Reviewing the qualifications of, and recommending to the Board of Directors, those persons to be nominated for membership on the Board of Directors and to be elected by the Board to fill vacancies and newly created directorships;
- Developing a pool of potential director candidates for consideration in the event of a vacancy on the Board of Directors;
- Overseeing the Board of Directors performance evaluation process including conducting surveys of director observations, suggestions and preferences;
- Considering the performance of incumbent members of the Board of Directors in determining whether to recommend that they be nominated for reelection;
- Evaluating and recommending termination of membership of individual directors in accordance with the Board of Directors' governance principles, for cause or for other appropriate reasons;
- Making recommendations to the Board of Directors concerning the size, structure and composition of the Board of Directors and its committees;
- Considering shareholder nominees for election to the Board of Directors;
- Performing such other functions and duties as may be requested by the Board of Directors from time to time;
- Consider and make recommendations to the Board of Directors regarding

compensation for members of the Board of Directors and its committees;

- Review this Charter annually and make recommendations to the Board of Directors for any proposed changes;
- Review the Corporate Governance Guidelines annually and make recommendations to the Board of Directors for any proposed changes.

The Committee shall have authority to retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors in the performance of its responsibilities.

Meetings:

The Committee may establish its own schedule for meetings throughout the year, and shall determine the number of meetings necessary and proper for the conduct of the business of the Committee.

Minutes:

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board of Directors.