

VAPOR CORP.
(The "COMPANY")

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Adopted May [__], 2014

Purpose

The Nominating and Corporate Governance Committee (the "Committee") shall report to and assist the Board of Directors (the "Board") of the Company. The purpose of the Committee shall be to determine and recommend to the Board the slate of director nominees for election to the Board at each annual stockholders' meeting, to identify and recommend candidates to fill vacancies occurring between annual stockholders' meetings, to review, evaluate and recommend changes to the Company's corporate governance guidelines and policies, and monitor the Company's compliance with such guidelines and policies.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the NASDAQ Listing Rules.

The members of the Committee shall be appointed by the Board. Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership.

Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. 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").
2. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's corporate governance guidelines or described in the Company's proxy statement. The Committee shall also 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.

3. 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 Company's annual meeting of stockholders.
4. 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, and to oversee the Company's corporate governance practices and procedures, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.
5. 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.
6. 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 chairperson annually.
7. If a vacancy on the Board and/or any Board committee occurs, to identify and to 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.
8. To monitor compliance with the Company's Code of Ethics (the "Code"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, dismiss 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 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 and 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 compensation consultants, outside counsel and any other advisors.

Meetings and Annual Review of Charter

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee may invite such other members of the Board and such members of management to its meetings as it deems appropriate. Written minutes of Committee meetings shall be maintained.

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.