

AIR INDUSTRIES GROUP

NOMINATING COMMITTEE CHARTER

Purpose:

The Board of Directors has established a Nominating Committee whose purpose is to seek and nominate qualified candidates for election or appointment to the Board of Directors of Air Industries Group (the “Company”).

Membership:

The Nominating Committee will consist of a minimum of three members of the Board of Directors, all of whom shall satisfy the “independence” requirements of the Securities and Exchange Commission and all stock exchanges upon which the Company’s securities are listed or traded. The members of the Nominating Committee will be appointed by and serve at the discretion of the Board of Directors.

Candidate Nomination & Appointment Requirements:

The Nominating 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 of Directors. The Nominating Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Company’s management in the best interests of its stockholders, customers, employees, communities it serves and other affected parties.

A candidate must be willing to regularly attend Committee and Board of Director’s meetings, to participate in Board of Director’s development programs, to develop a strong understanding of the Company, its businesses and its requirements, to contribute his or her time and knowledge to the Company and to be prepared to exercise his or her duties with skill and care.

In addition, each candidate should have an understanding of all governance concepts and the legal duties of a director of a public company.

Responsibilities:

The responsibilities of the Nominating Committee shall include:

1. Developing a pool of potential directorial candidates for consideration in the event of a vacancy on the Board of Directors including nominees recommended by shareholders. Stockholders may contact the Nominating Committee Chairman, the Chairman of the Board or the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee’s qualifications and a method to contact that nominee if the Nominating Committee so chooses.
2. Following the guidelines and criteria for the screening of directorial candidates as outlined in the Nomination

and Appointment policy above and Selection Process below.

3. Recommending nominees to the full Board of Directors.

Selection Process:

1. Names of candidates for election to the Board of Directors will be solicited by the Nominating Committee from sources deemed reasonable by the Committee. Candidates suggested by stockholders will be considered as described in "Responsibilities" above. At the sole discretion of the Nominating Committee, a third party consultant may be engaged at an appropriate fee, to help identify and evaluate candidates for membership to the Board of Directors.
2. Candidates viewed by the Committee as potentially qualified will be contacted to determine interest in being considered to serve on the Board of Directors and, if interested, will be interviewed and qualifications established.
3. Qualified candidates will be contacted in order of preference.
4. If the candidate accepts, appropriate background checks will be conducted.
5. If successful, the Committee will make a formal recommendation to the Board of Directors.
6. If approved, the Board of Directors will instruct the Corporate Secretary to include the candidates name in the Company's Notice of Annual Meeting of Stockholders at the appropriate time.
7. The Corporate Secretary, with the assistance of counsel, will begin the candidate orientation process at the appropriate time.

Meetings and Reports:

Meetings of the Nominating Committee will be held at the pleasure of the Chairman of the Nominating Committee and prior to the Company's annual preparation of its proxy statement to stockholders. The committee will recommend qualified candidates for election to the Board of Directors to be elected at the Annual Meeting of Stockholders. The Nominating Committee shall provide the Board of Directors with a report of the committee's activities and proceedings, as appropriate. The Nominating Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board of Directors.