

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 21, 2018

KNOW LABS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State of other jurisdiction of
incorporation)

000-30262

(Commission File Number)

90-0273142

(IRS Employer Identification No.)

500 Union Street, Suite 810

Seattle, Washington 98101

(Address of principal executive office)

(206) 903-1351

(Registrant's telephone number, including area code)

not applicable

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company. ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On November 21, 2018, the Board of Directors of Know Labs, Inc. (the “Company”) amended the Company’s Audit, Compensation and Nominations and Governance Committee Charters. Copies of these Charters are filed hereto as Exhibit 99.1-99.3.

In addition, on November 21, 2018, the Company’s Board of Directors amended the Company’s Code of Conduct & Ethics Policy (“Code of Ethics”). A copy of the Code of Ethics is filed hereto as Exhibit 14.1.

Copies of these amended Charters and the Code of Ethics may also be found on the Company’s website at <http://www.knowlabs.co>.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits –

Exhibit No. Description

14.1	<u>Code of Ethics dated November 2018.</u>
99.1	<u>Audit Committee Charter dated November 2018.</u>
99.2	<u>Compensation Committee Charter dated November 2018.</u>
99.3	<u>Nominations and Corporate Governance Committee Charter dated November 2018.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Registrant: **KNOW LABS, INC.**

By: /s/ Ronald P. Erickson
Ronald P. Erickson
Chairman of the Board

November 27, 2018

KNOW LABS, INC.

CODE OF ETHICS

(November 2018)

I. Covered Persons/Purpose of the Code

This Code of Ethics (the “**Code**”) for Know Labs, Inc. (the “**Company**”) applies to the officers, directors, and employees (the “**Covered Persons**”) and those performing similar functions, for the purpose of promoting:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (“**SEC**”), and in other public communications made by the Company;
- compliance with applicable laws and governmental rules and regulations;
- prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- accountability for adherence to the Code.

Each Covered Person should adhere to a high standard of business ethics and should be sensitive to situations that may give rise to actual as well as apparent conflicts of interest.

II. Administration of the Code

The Code shall be administered by the Chairman of the Company (the “**Code Officer**”). In the absence of the Code Officer, his or her designee shall serve as the Code Officer, but only on a temporary basis.

The Company has designated the Code Officer for purposes of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. The Code Officer is responsible for applying this Code to specific situations in which questions are presented under it.

III. Actual and Apparent Conflicts of Interest

Overview. A “conflict of interest” occurs when a Covered Person’s private interest interferes with the interests of, or his/her service to, the Company. For example, a conflict of interest would arise if a Covered Person, or a family member, receives improper personal benefits as a result of the Covered Person’s position with the Company.

The following list provides examples of conflicts of interest under the Code, but these examples are not exhaustive. The overarching principle is that the personal interest of a Covered Person should not be placed improperly before the interest of the Company.

Each Covered Person must:

- not use personal influence or personal relationships improperly to influence investment decisions or financial reporting by the Company particularly where the Covered Person or a family member would benefit personally to the detriment of the Company;
- not cause the Company to act, or fail to act, for the personal benefit of the Covered Person or a family member rather than the benefit of the Company;
- not retaliate against any employee of the Company or their affiliated persons for reports of potential violations that are made in good faith; and
- not use material non-public knowledge of portfolio transactions made or contemplated by the Company to trade personally or cause others to trade personally in contemplation of the market effect of such transactions.

There are some potential conflict of interest situations that must be approved by the Code Officer. Those situations include, but are not limited to:

- service as director on the board of any public for-profit company; and
- any ownership interest in, or any consulting or employment relationship with, any supplier, vendor or customer of the Company.

There are some potential conflict of interest situations that should be discussed with the Code Officer, if material. Those situations include, but are not limited to:

- receipt of any gift of more than nominal value, a cash payment in any amount, a preferred personal investment opportunity, or other thing of more than de minimis value from any person or entity that does business, or is seeking to do business with the Company; and
- receipt of any entertainment from any company with which the Company has current or prospective business dealings, unless such entertainment is business-related, reasonable in cost, appropriate as to time and place, and not so frequent as to raise any question of impropriety.

It is not the intent of this Code to prohibit the ordinary courtesies of business life, such as token gifts or modest entertainment incidental to a business relationship.

IV. Disclosure and Compliance

Each Covered Person should:

- be familiar with the laws and regulations generally applicable to the Company;
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the directors and auditors, whether internal or external, and to governmental regulators and self-regulatory organizations;
- to the extent appropriate within his/her area of responsibility, consult with other officers and employees of the Company with the goal of promoting full, fair, accurate, timely and understandable disclosure in the reports and documents filed with, or submitted to, the SEC or other governmental authorities and in other public communications made by the Company; and
- promote compliance with the standards and restrictions imposed by applicable laws, rules and regulations.

V. Reporting and Accountability

Each Covered Person must:

- upon adoption of the Code (or after becoming a Covered Person), affirm in writing to the Board of Directors of the Company (the “**Board**”) that he/she has received, read, and understands the Code;
- notify the Code Officer promptly if he/she knows of any violation of this Code; and
- respond to the director and officer questionnaires circulated periodically in connection with the preparation of disclosure documents for the Company.

The Code Officer shall maintain records of all activities related to this Code.

The Company will follow these procedures in investigating and enforcing this Code:

- The Code Officer will take all appropriate action to investigate any potential violations reported to him/her;
- If, after such investigation, the Code Officer believes that no violation has occurred, no further action is required;
- Any matter that the Code Officer believes is a violation will be reported to the Audit Committee;
- If the Audit Committee concurs that a violation has occurred, it will inform and make a recommendation to the Board, which will consider appropriate action, which may include review of, and appropriate modifications to, applicable policies and procedures; notification to the Chief Executive Officer; or a recommendation to dismiss the Covered Person;
- The Audit Committee will be responsible for approving waivers in its sole discretion; and
- Any changes to or waivers of this Code will, to the extent required, be disclosed as provided by SEC rules.

VI. Other Procedures

This Code shall be the sole code of ethics adopted by the Company for the purposes of Section 406 of the Sarbanes-Oxley Act and the rules and forms applicable to companies subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act of 1934 thereunder. Insofar as other policies or procedures govern or purport to govern the behavior or activities of the Covered Persons who are subject to this Code, they are superseded by this Code to the extent that they overlap or conflict with the provisions of this Code.

VII. Amendments

Any amendment to this Code must be approved or ratified by the Board.

VIII. Confidentiality

All reports and records prepared or maintained pursuant to this Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law or this Code, such matters shall not be disclosed to anyone other than the Board, the Covered Persons, the Code Officer, outside audit firms and legal counsel.

KNOW LABS, INC.

CODE OF ETHICS

CERTIFICATION

I have received a copy of and read the Code of Ethics of Know Labs, Inc. (the “**Company**”). I understand and agree to comply with the policies and procedures set forth in the Code of Ethics.

I understand and agree that my failure to comply with the Code of Ethics in all respects may constitute a basis for the termination for cause of my employment by or other service relationship with the Company, or other appropriate disciplinary action.

Signature: _____

Name: _____

Date: _____

KNOW LABS, INC.**AUDIT COMMITTEE CHARTER****(November 2018)****PURPOSE**

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Know Labs, Inc. (the “**Company**”) shall assist the Board in fulfilling its responsibilities to the stockholders, potential stockholders, and the investment community relating to corporate accounting, reporting practices of the Company and the quality and integrity of the financial reports of the Company. In doing so, the Committee shall assist the Board in overseeing:

- the accounting and financial reporting practices of the Company;
- audits of the Company’s financial statements, including, without limitation, the performance of the Company’s internal controls and internal audit function and the independent auditors’ qualifications, independence and performance;
- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements; and
- the Company’s system of internal and disclosure controls regarding the Company’s financial statements and reporting, including all related financial disclosures.

The Committee shall prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

As more fully described in the “Responsibilities” section below, the independent auditors for the Company are accountable to the Committee. The independent auditors shall submit to the Committee and the Company annually a formal written statement delineating all relationships between the independent auditors and the Company, addressing at least the matters set forth in Rule 3526(b) of the Public Company Accounting Oversight Board.

While certain duties and responsibilities of the Committee are more specifically set forth below, the general function of the Committee is oversight. Management of the Company is responsible for the preparation, presentation, and integrity of the Company’s financial statements. In addition, management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting and auditing standards and applicable laws and regulations.

Each member of the Committee may rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information; and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall promptly be reported to the Board).

MEMBERSHIP

The Committee shall consist of at least three (3) members, each of whom shall meet the independence requirements of the stock exchanges on which the Company’s common stock is listed or approved for quotation and applicable laws. Members of the Committee and the Chairperson of the Committee shall be

appointed annually for a term of one (1) year or until their successors are duly appointed and qualified by the Board. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three (3), or in the event that the Board determines that the number of members on the Committee should be increased. The Board may remove any member of the Committee with or without cause at any time.

All Committee members also shall be financially literate, including having a working familiarity with basic finance and accounting practices, and at least one (1) member shall be a “financial expert,” in compliance with criteria established by the SEC and must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. Committee members may enhance their familiarity with finance, accounting, and auditing matters by participating in educational programs conducted by the Company or an outside consultant. A prospective Committee member should evaluate carefully the existing demands on his or her time before accepting this important assignment. No Committee member may simultaneously serve on the audit committees of more than three (3) public companies.

MEETINGS

The Committee shall meet as often as it deems desirable. Each regularly scheduled meeting shall conclude with an executive session of the Committee without members of management present and on such terms and conditions as the Committee may elect. To foster open communication, the Committee should meet periodically in executive session with management, the director of the internal audit department and the independent auditors in separate sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately.

The Committee may invite such other members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and such management members shall not be present at meetings at which their compensation or performance is discussed or determined or under circumstances when the independence of Committee determinations may be compromised.

The Committee shall take written minutes of its meetings and activities and submit such minutes to the Secretary of the Company for filing. The Chairperson of the Committee shall report to the Board as requested by the Chairman of the Board.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

RESPONSIBILITIES

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in this section below. The Committee will report regularly to the Board regarding the execution of these duties and responsibilities, including, without limitation, (i) the quality and integrity of the Company’s financial statements; (ii) the Company’s compliance with legal or regulatory requirements affecting financial statements and reporting, including related financial reporting; (iii) the performance and independence of the Company’s independent auditors; and (iv) the performance of the internal audit function. The Committee has the authority, without seeking Board approval, to obtain advice and assistance from outside legal, accounting and/or other advisors as deemed appropriate by the Committee to fully execute its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for compensation for the independent auditors and for any outside legal, accounting and other advisers that the Committee may choose to engage and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. None of the Committee’s responsibilities may be delegated to any other committee of the Board, except as may be determined by the Board.

The Committee shall:

Documents/Reports/Accounting Information Review

1. Review and discuss with management and the independent auditors the Company's annual financial statements, quarterly financial statements, and all internal controls reports (or summaries thereof). Review any other relevant reports or financial information submitted by the Company to any governmental body, credit and rating agency or the public, including management certifications as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and relevant reports rendered by the independent auditors (or summaries thereof).
2. Review with financial management and the independent auditors each Quarterly Report on Form 10-Q and each Annual Report on Form 10-K (including, without limitation, the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations") prior to its filing.
3. Review earnings press releases with management, paying particular attention to any use of "pro-forma", "adjusted" or other information which is not required by generally accepted accounting principles ("GAAP").
4. Discuss with management any financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be on general terms (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not be in advance of each earnings release or earnings guidance.
5. Review the regular internal reports (or summaries thereof) to management prepared by the internal auditing department and management's response.
6. Recommend to the Board whether the audited financial statements are suitable for inclusion in the Company's Annual Report on Form 10-K and other governmental reports.
7. Obtain from the independent auditors assurance that the audit was conducted in a manner consistent with the procedures set forth in Section 10A of the Securities Exchange Act of 1934, for audits of financial statements required under that Act.

Independent Auditors

8. Have sole authority to appoint (subject to stockholder ratification), compensate, retain and oversee the work performed by the independent auditors engaged for the purpose of preparing and issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall have the ultimate authority to approve all audit engagement fees and terms. The Committee shall have sole authority to review the performance of the independent auditors and remove the independent auditors if circumstances warrant. The independent auditors shall report directly to the Committee, and the Committee shall oversee the resolution of any disagreement between management and the independent auditors in the event that any may arise.
9. Review with the independent auditors (without representatives of management present when deemed necessary) reports or communications (and management's and/or the internal audit department's response thereto) submitted to the Committee by the independent auditors required by or referred to in SAS 61; review any problems or difficulties with an audit and management's response, including any restrictions on the scope of the independent auditors activities or an access to requested information, and any significant disagreements with management; and review and hold timely discussions with the independent auditors regarding the following:

- all critical accounting policies and practices and other major issues regarding accounting principles and financial statement presentations, including significant changes in accounting principles;
- all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
- other material written communications between the independent auditors and management including, but not limited to, any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditors and schedule of unadjusted differences;
- the scope of the annual audit;
- the audited financial statements and disclosures made in Management’s Discussion and Analysis;
- significant risks and exposures, if any, and the steps taken to monitor and minimize such risks;
- any other significant matters arising from any audit or report or communication between the independent auditors and management or the internal audit department, whether raised by management, the internal audit department or the independent auditors, relating to the Company’s financial statements;
- review the form of opinion the independent auditors propose to render to the Board and stockholders;
- any accounting adjustments that were noted or proposed by the independent auditors but were “passed” (as immaterial or otherwise); and
- any communications between the audit team and the audit firm’s national office respecting auditing or accounting issues presented by the engagement.

10. At least annually, obtain and review a report by the independent auditors (including the review and evaluation of the lead partner of the independent auditors) describing:

- the independent auditors’ internal quality control procedures, the budget, staffing and responsibilities of the internal audit department and any recommended changes in the planned scope of the internal audit;
- any material issues raised by the most recent internal quality-control review or peer review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
- all relationships between the independent auditors and the Company that may relate to the auditors’ independence.

In making the foregoing evaluation, the Committee should take into account the opinions of management and the Company’s internal auditors.

11. Review audit services and approve in advance any non-audit services to be provided by the independent auditors, taking into consideration SEC rules regarding permissible and impermissible services by such independent auditors. This duty may be delegated to one or more designated members of the Committee with any such pre-approval reported to the Committee at its next regularly scheduled meeting. Approval of non-audit services shall be disclosed to investors in periodic reports to the extent required by Section 13(a) of the Securities Exchange Act of 1934.

12. Set clear hiring policies, compliant with governing laws or regulations, for employees or former employees of the independent auditors.

13. Review and evaluate the lead audit partner of the independent auditors.

14. Assure the regular rotation of the lead audit partner as required by law, and consider whether regular rotation of the independent auditors is advisable to assure continuing auditor independence.

Financial Reporting Processes and Accounting Policies

15. In consultation with the independent auditors and the internal auditors, review the integrity of the Company's financial reporting processes (both internal and external), and the internal control structure (including disclosure controls).

16. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

17. Review analyses prepared by management (and the independent auditors as noted above) setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

18. Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.

19. Review and approve all related-party transactions.

20. Establish and maintain procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

21. Establish and maintain procedures for the confidential, anonymous submission by Company employees regarding questionable accounting or auditing matters.

Internal Audit

22. Review and advise on the selection and removal of the internal audit director.

23. Review activities, organizational structure, and qualifications of the internal audit department.

24. Periodically review with the internal audit director any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the department's work.

25. Review and approve a Code of Ethics (the “**Code**”) and ensure that management has established a system to enforce this Code. Ensure that the Code is in compliance with all applicable rules and regulations.
26. Review management’s monitoring of the Company’s compliance with the Code, and ensure that management has the proper review system in place to ensure that Company’s financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
27. Review, with the Company’s internal and outside legal counsel, legal compliance matters, including insider trading policies with respect to the Company’s securities.
28. Review, with the Company’s internal and outside counsel, any legal or regulatory matter that could have a significant impact on the Company’s financial statements.
29. Discuss policies with respect to risk assessment and risk management. Such discussions should include the Company’s major financial and accounting risk exposures and the steps management has undertaken to monitor and control them, including guidelines and policies to govern the risk management process.

Other Responsibilities

30. Review, with the independent auditors, the Company’s internal auditing department and management, the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as determined by the Committee.
31. Prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.
32. Perform an annual self-assessment relative to the Committee’s performance, including, without limitation, performing its purpose, duties and responsibilities as described in this Charter .
33. Maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. All such matters may be communicated directly to the Committee in accordance with Company policy, which requires all employees to report such matters. If specifically requested, all reports shall remain confidential to the full extent allowed by law.
34. Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
35. Review this Charter periodically, at least annually, and recommend to the Board any necessary amendments as conditions dictate.

DELEGATION OF AUTHORITY

Subject to the limitation set forth in the “Responsibilities” section above, 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.

KNOW LABS, INC.**COMPENSATION COMMITTEE CHARTER****(November 2018)****PURPOSE**

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Know Labs, Inc. (the “**Company**”) has been established to assist the Board in discharging its responsibilities relating to compensation for the Company’s officers and directors.

MEMBERSHIP

The Committee shall consist of at least three (3) directors. Each member of the Committee shall be independent in accordance with the independence requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the applicable rules and regulations promulgated thereunder by the Securities and Exchange Commission (“**SEC**”), as well as the rules and listing requirements of the stock exchanges on which the Company’s common stock may be listed or approved for quotation.

All Committee members must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee and its Chairperson shall be appointed by the Board annually with a term of one (1) year or until their successors shall be duly appointed and qualified by the Board. The Board shall appoint a new member or members in the event of a vacancy on the Committee that reduces the number of members below three (3), or in the event that the Board determines that the number of Committee should be increased. The Board may remove any member from the Committee at any time with or without cause.

MEETINGS

The Committee shall meet as often as it deems desirable. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and such management members shall not be present at meetings at which their compensation or performance is discussed or determined or under circumstances when the independence of Committee determinations may be compromised.

The Committee shall take written minutes of its meetings and activities and submit such minutes to the Secretary of the Company for filing. The Chair of the Committee shall report to the Board as requested by the Chairman of the Board.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

AUTHORITY AND RESPONSIBILITIES

The Committee has overall responsibility for evaluating and approving the structure, operation and effectiveness of the Company’s compensation plans, policies and programs for officers and directors, including:

1. Approving all employment agreements for the Chairman, the CEO and other executives required to be named in the Company's proxy statements (collectively, the "**Executives**").
2. Annually reviewing, evaluating and approving corporate goals and objectives relevant to the Chairman's and the CEO's compensation, evaluating the Chairman's and the CEO's performance in light of those goals and objectives, and determining and approving the CEO's and Chairman's compensation based on this evaluation in accordance with their employment agreements, if any. In determining the long-term incentive component of Chairman and CEO compensation, the Committee will consider the Company's and the individual's performance, relative stockholder return, the value of similar incentive awards to Chairmen and CEOs at comparable companies, and awards given in past years, among other factors.
3. Reviewing annually and approving for the other Executives named in the Company's proxy statement: (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) severance arrangements and change-in-control agreements/provisions in each case as, when and if appropriate, and (e) any special or supplemental benefits all in accordance with their employment agreements, if any.
4. Reviewing annually management's recommendations and making its own recommendations to the Board with respect to the compensation of all Executives, including all compensation, incentive compensation plans, equity-based plans as well as the individuals or groups of individuals receiving awards under incentive-based compensation plans, such as cash bonuses, and equity-based plans such as a long term incentive plan; provided, however, that the Committee shall have full decision-making powers with respect to compensation intended to be performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code.
5. Approving grants under the Company's long-term incentive plan for all Executives.
6. Reviewing the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing the relationship between risk management policies and practices and compensation, and evaluating compensation policies and practices that could mitigate any such risk.
7. Making recommendations to the Board regarding director compensation.
8. Making regular reports to the Board;
9. If required by SEC rules, producing an annual report on executive compensation stating whether the Committee reviewed the Compensation Discussion and Analysis prepared by management and discussed it with management, and whether, based on such review and discussions, the Committee recommended to the Board that such Compensation Discussion and Analysis be included in the Company's annual proxy statement and/or annual report on Form 10-K filed with the SEC, as well as any other disclosure required in accordance with applicable laws, rules, regulations and listing standards; and
10. Perform an annual performance evaluation of the Committee.

The Committee shall also perform such additional duties and have such additional responsibilities and functions as the Board may from time to time determine.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, legal counsel and other advisers 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 such compensation consultant, legal counsel and other advisers. The compensation consultants, legal and any other advisers, except legal counsel, retained by the Committee shall be independent in accordance with the independence requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the applicable rules and regulations promulgated thereunder by the SEC, as well as any applicable listing standards and rules of stock exchanges on which the Company's common stock is listed or approved for quotation. In determining the independence of its advisers, the Committee must consider the following independence factors:

1. Other services provided to the Company by the advisory firm;
2. Fees paid by the Company to the advisory firm as a percentage of the firm's total revenues;
3. The policies and procedures of the advisory firm that are designed to prevent conflicts of interest;
4. Any business or personal relationship between the advisory firm and a member of the compensation committee or any executive officer of the advisory firm; and
5. Any stock of the Company owed by the individual member of the advisory firm.

The Committee may use legal counsel who is not independent if it so desires.

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, legal counsel and any other advisers.

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.

PERFORMANCE EVALUATION

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate.

KNOW LABS, INC.**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER****(November 2018)****PURPOSE**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Know Labs, Inc. (the “**Company**”) is responsible for providing leadership with respect to the corporate governance of the Company and advising and making recommendations to the Board regarding candidates for election as directors of the Company.

MEMBERSHIP

The Committee shall consist of at least three (3) members, each of whom shall meet the independence requirements of the stock exchanges on which the Company’s common stock is listed or approved for quotation and applicable laws. Members of the Committee and the Chairperson of the Committee shall be appointed annually for a term of one (1) year or until their successors are duly appointed and qualified by the Board. The Board shall appoint a new member or members in the event of a vacancy on the Committee that reduces the number of members below three (3), or in the event that the Board determines that the number of members on the Committee should be increased. The Board may remove any member of the Committee with or without cause at any time.

MEETINGS

The Committee shall meet as often as it deems desirable, but shall meet in person at least once per year. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and such management members shall not be present at meetings at which their compensation or performance is discussed or determined or under circumstances when the independence of Committee determinations may be compromised.

The Committee shall take written minutes of its meetings and activities and submit such minutes to the Secretary of the Company for filing. The Chairperson of the Committee shall report to the Board as requested by the Chairman of the Board.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The specific responsibilities of the Committee shall include, but are not limited to, the following:

1. Develop recommendations to the Board as to the skills and qualifications required of directors and other criteria to be considered in selecting potential candidates for Board membership.
 2. Identify recruits and screen candidates for future Board membership.
 3. Annually evaluate candidates to be nominated to serve on the Board and recommend the slate of nominees for election at the annual meeting of stockholders and to fill vacancies or new positions on the Board, as necessary or advisable.
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4. Establish procedures for consideration of, and consider any nominations of, director candidates validly made by the stockholders in accordance with applicable laws, rules or regulations and for recommendations to the Board.
5. Review and recommend to the Board, retirement and other tenure policies for directors.
6. Review and make recommendations to the Board with respect to proposals properly presented by stockholders for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
7. Annually recommend to the Board for approval the appointment of directors to Board committees and the selection of a Chairperson for each Board committee. Review and make recommendations to the Board concerning any removal of committee members.
8. Annually recommend to the other independent directors for their selection the independent director who will preside at all meetings of the independent directors and exercise such other responsibilities as may be determined by a majority of the independent directors.
9. Annually review the Company's corporate governance principles and practices in light of changing conditions and stockholders' interests and make recommendations to the Board regarding appropriate modifications. Monitor compliance with the corporate governance principles and practices.
10. Annually evaluate the overall effectiveness of the organization of the Board (including the effectiveness of the committee structure) and the Board's (and committees') effectiveness in the performance of its governance responsibilities and report such findings to the Board.
11. Annually review the type and amount of Board compensation, retirement and other benefits for non-employee directors and committee members, as appropriate, in relation to other comparable companies, make recommendations to the full Board regarding such compensation, and review and approve disclosures regarding directors' compensation required by the Securities and Exchange Commission and other government agencies and the national securities exchanges on which the company's common stock is listed or approved for quotation.
12. Adopt and implement a policy or policies, as appropriate, governing service on the Board of other companies, charities and institutions applicable to members of the Board and executive officers of the Company.
13. Annually review the Company's corporate charitable and political contributions and expenditures to ensure alignment with Company policies and values.
14. Annually review and assess the effectiveness of the Company's environmental and social responsibility policies, goals and programs and make recommendations as deemed appropriate based on such review and assessment.
15. The Committee, annually review the performance of the chief executive officer and meet with such officer to share the findings of such review.
16. Review the Company's succession plans for the Chairman, CEO and other executive officers and update or revise such plans as appropriate.
17. Review the adequacy of this Charter annually, or more often as circumstances dictate, and update or revise the Charter as appropriate.

18. Annually evaluate and take steps to improve the effectiveness of the Committee in meeting its responsibilities under this Charter.

19. The Committee shall have the authority in the performance of its responsibilities to:

A. Retain, at the Company's expense, and terminate any search firm or firms to be used to identify director candidates and authority to approve any such firm's fees and other retention terms.

B. Retain, at the Company's expense, legal counsel, accounting or other advisors as appropriate to assist in the performance of its duties under this Charter, and approve the fees and other retention terms of such advisors.

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.