

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF PEAK RESORTS, INC.

MEMBERSHIP

The Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of Peak Resorts, Inc. (the "**Company**") shall consist of three or more directors. Prior to their election to the Committee and annually thereafter, each member of the Committee shall have been affirmatively determined by the Board to be independent in accordance with the rules of The Nasdaq Stock Market (the "**Stock Exchange**") and Securities and Exchange Commission ("**SEC**").

The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies and any related matters required by the federal securities laws.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- A. 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**").
- B. 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 (if any) and described in the Company's proxy statement.
- C. 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 annual meeting of stockholders.

D. To review and present to the Board, as necessary, nominees for committee membership and chairs of each committee, and individuals recommended to fill any vacancies that may occur on the Board;

F. 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.

G. To develop and recommend to the Board for approval a Company code of conduct and ethics (the "**Code**"), to monitor compliance with the Company's 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.

H. To consider questions of independence and possible conflicts of interest of members of the Board and executive officers, other than "related party transactions," the review of which shall be the responsibility of the Audit Committee;

K. To oversee the evaluation of the Board, the other committees of the Board and management;

L. To develop and make recommendations to the Board for approval standards and processes for determining the independence of Board members pursuant to the rules and requirements of the Stock Exchange and the SEC and other applicable laws and regulations;

M. To periodically review the membership of and the adequacy of the charters of the other committees of the Board and to deliver a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;

N. To recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) policies regarding director attendance at annual meetings of the Company's stockholders; (vi) director orientation and training; and (vii) the roles of the Company's executive officers and the outside directorships of such executives; and

S. To perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws (as each may be

amended and/or restated and in effect from time to time), and applicable law, as the Committee or the Board deems necessary or appropriate.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain 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 other retention terms, and oversee the work, of the director search firm and shall have the sole authority to terminate any such director search firm.

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm 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, the executive search firm and any 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 search consultants, outside counsel and any other advisors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all reasonably necessary and appropriate steps to preserve the privileged nature of those communications.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the Chairperson. The Chairperson of the Committee will chair all regular and special sessions of the Committee, be responsible for the scheduling of regular meetings and set the agendas for Committee meetings. This Chairperson shall be entitled to cast a vote to resolve any ties. This Chairperson shall serve until the expiration of his or her term or until his or her successor is duly elected and qualified or until his or her earlier resignation, retirement, removal or death. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that meeting.

The Committee shall meet as often as it determines necessary but not less frequently than quarterly at such times and places as it deems necessary to fulfill its responsibilities.

The Committee will cause to be kept adequate written minutes of all of its proceedings, which minutes will be filed with the minutes of the meetings of the Board, and shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent. The Committee is 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.

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.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.