

STRATEGIC ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS
OF AMERICAN POWER GROUP CORPORATION
CHARTER

I. PURPOSE

The primary function of the Strategic Advisory Committee (the “Committee”) is to assist the Board of Directors and management of American Power Group Corporation (the “Company”) on various strategic matters including, but not limited to:

1. Overseeing the implementation of the strategic plan and related initiatives
2. Identifying and evaluating corporate development opportunities
3. Developing criteria for use in evaluating potential strategic relationships
4. Assisting management to identify critical strategic issues facing the organization
5. Assessing potential mergers and acquisitions

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. COMPOSITION

The members of the Committee shall be elected by the Board annually and serve on a fiscal year basis or until their successors shall be duly elected and qualified. There shall be a minimum of one Director on the Committee who will be the Chair and have responsibility for reporting back to the Board on activities of the Committee.

Committee members may be removed from the Committee, with or without cause, by the Board with thirty (30) days prior notice only in the case of removal without cause.

The compensation for non-Director Committee members shall be determined and communicated to each non-Director Committee member by the Company's Compensation Committee at their sole discretion.

III. MEETINGS

The Chair (or in his or her absence, a member designated by the Chair or the remaining members of the Committee) shall preside at each meeting of the Committee and set, in consultation with the other members of the Committee, the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

All Directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any Director that is not a member of the Committee.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. The Committee Chair shall report on Committee activities to the full Board from time to time and shall cause the Committee minutes to be provided to the Board on an ongoing basis.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall assist the Board and management in developing and refining a strategic plan which identifies specific long-term goals and business objectives determined to be in the Company's best interest. This includes:

1. Helping management identify opportunities such as mergers and acquisitions, joint ventures, new markets or products lines, acquisition or disposition of capital assets,

equity and debt funding and modifications of existing capital structure, dividend policy, and stock offerings, repurchase programs and reverse splits.

2. Understanding the Company's industry, market/community, and core competencies. Keeping up-to-date on industry and local market trends, advances in technology and other opportunities to improve the scope, cost effectiveness and quality of services provided by the Company.
3. Making recommendations to the full Board related to the Company's mission, vision, strategic initiatives, major programs and services based on changes in the market, competitive and regulatory landscapes and other factors.
4. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

Nothing in this Charter shall require or otherwise obligate the Committee to take any action with respect to any of potential strategy, strategic transaction or corporate finance matter, and the Committee need not take any action whatsoever if it deems it so advisable. In addition, nothing in this Charter shall expand the duties and liabilities of any Company Director or officer beyond any duties and liabilities otherwise imposed by law.

Adopted by the Board of Directors on February 16, 2017