NORTHEAST BANK

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the "Governance Committee") of Northeast Bank (the "Bank"), on behalf of the Board of Directors (the "Board"), is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of shareholders. The Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Bank, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and Board committees.

II. Committee Composition

The number of individuals serving on the Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Listing Rules.

The members of the Governance Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Governance Committee. Vacancies occurring, for whatever reason, may be filled by the Board, upon recommendation of the Governance Committee. The Board shall, upon recommendation of the Governance Committee, designate one member of the Governance Committee to serve as Chairperson of the Governance Committee.

III. Meetings

The Governance Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone, video, or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Governance Committee shall constitute a quorum for purposes of holding a meeting and the Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Governance Committee may act by unanimous written consent. The Chairperson of the Governance Committee shall set meeting agendas consistent with this Charter. The Governance Committee shall maintain minutes and other relevant records of its meetings and decisions.

IV. Governance Committee Activities

The Governance Committee's purpose and responsibilities shall be to:

A. Review of Charters

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

- Review all Board committee charters and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Governance Committee

- Conduct an annual performance evaluation of the Governance Committee and report to the Board on the results of such evaluation.

C. Selection of Directors

- Recommend to the Board criteria for Board and committee memberships, which shall include a description of any specific, minimum qualifications that the Governance Committee believes must be met by a Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Governance Committee believes are necessary for one or more of the Bank's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as Exhibit A.

- Establish a policy with regard to the consideration of director candidates recommended by shareholders. The Governance Committee will review and evaluate the qualifications of any director candidates who have been recommended by shareholders in compliance with the procedures established from time to time by the Governance Committee and set forth in this Charter and conduct inquiries it deems appropriate. The Governance Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Governance Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.

- Establish procedures to be followed by shareholders in submitting recommendations for director candidates to the Governance Committee. The current procedures to be followed by shareholders are set forth in the Bank's by-laws.

- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders. The current process for identifying and evaluating nominees for the Board is as follows:

1. The Governance Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.

2. The Governance Committee will review and evaluate the qualifications of any such proposed director candidate and conduct inquiries it deems appropriate.

3. The Governance Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.

4. The Governance Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Governance Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.

5. In identifying and evaluating proposed director candidates, the Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence, and the needs of the Board.

- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of shareholders; provided that, if the Bank is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Governance Committee.

- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Section 5605(a)(2) of the NASDAQ Listing Rules.

- Make recommendations to the Board with regard to the selection of directors for appointment to committees of the Board.

- Review all shareholder nominations and proposals submitted to the Bank (including any director nominations made by shareholders pursuant to Rule 14a-11 (or any successor rule) under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

D. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Bank.

- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

E. Code of Conduct and Ethics

- Develop and recommend to the Board a set of Code of Conduct and Ethics applicable to the Bank.

- Review and reassess the adequacy of the Code of Conduct and Ethics annually and recommend any proposed changes to the Board for approval.

F. Evaluation of Board of Directors

- Oversee annual evaluations of the Board and Board committees.

G. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Bank to assist in identifying director candidates. The Governance Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. General

- The Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Governance Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Governance Committee shall make regular reports to the Board concerning areas of the Governance Committee's responsibility.

- In carrying out its responsibilities, the Governance Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Governance Committee may consult. The Governance Committee shall have the authority to request that any officer or employee of the Bank, the Bank's outside legal counsel, the Bank's independent auditor or any other professional retained by the Bank to render advice to the Bank attend a meeting of the Governance Committee or meet with any members of or advisors to the Governance Committee. The Governance Committee shall also have the authority to engage legal, accounting, or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- The Governance Committee may perform such other functions as may be requested by the Board from time to time.

EXHIBIT A

Board Membership Criteria

The Governance Committee believes that it is in the best interests of the Bank and its shareholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Governance Committee must be satisfied that each Governance Committee-recommended nominee meets the following minimum qualifications:

The nominee shall have experience at a strategic or policymaking level in a business, government, non-profit, or academic organization of high standing.

The nominee shall be highly accomplished in his or her respective field, with superior credentials and recognition.

The nominee shall be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards.

The nominee shall have sufficient time and availability to devote to the affairs of the Bank, particularly in light of the number of other boards and committees on which the nominee may serve.

To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board and committee meetings.

In addition to the minimum qualifications for each nominee set forth above, the Governance Committee shall recommend that the Board select persons for nomination to help ensure that:

A majority of the Board shall be "independent" in accordance with the standards established pursuant to Section 5605(a)(2) of the NASDAQ Listing Rules.

Each of its Audit, Compensation, Risk Management, and Governance Committees shall be comprised entirely of independent directors. In making its recommendations concerning potential members of the Compensation Committee, the Governance Committee will consider all of the factors concerning a director's relationship to the Bank required to be considered pursuant to Section 5605(d)(2) of the NASDAQ Listing Rules and 12 C.F.R. § 363.5.

At least one member of the Audit Committee shall have such experience, education, and other qualifications necessary to qualify as an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission.

Finally, in addition to any other standards the Governance Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Governance Committee may consider the following factors when recommending that the Board select persons for nomination:

Whether the nominee has direct experience in the financial services industry or in the markets in which the Bank operates.

Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.