

**Charter of the Nominating and Corporate Governance Committee
of the Board of Directors of
Irvine Sensors Corporation**

Adopted as of December 29, 2003

1. Purposes.

The primary purposes of the Nominating and Corporate Governance Committee (the "*Committee*") of the Board of Directors of Irvine Sensors Corporation (the "*Company*") are to (a) identify, screen and review individuals qualified to serve as director of the Company; (b) recommend to the Board of Directors the nominees for election at the next annual meeting of stockholders; (c) recommend to the Board of Directors candidates to fill any vacancies on the Board; (d) oversee the implementation and monitoring the effectiveness of the Company's governance guidelines and developing and recommending to the Board modifications and or additions to the Corporate Governance Guidelines; and (e) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

2. Composition.

(a) At Least Two Members. The Committee shall consist of a minimum of two independent directors as defined in Section 2(b) below. The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All members of the Committee shall be "independent" as defined in the listing standards of the Nasdaq SmallCap Market or such other national securities exchange on which the Company's securities are then listed, as the same may be amended from time to time (the "*listing standards*"), the rules and regulations of the Securities and Exchange Commission (the "*SEC*") and any other laws applicable to the Company.

(c) Appointment. Subject to the requirements of the listing standards and the Bylaws of the Company, the Board shall appoint Committee members at the first meeting of the Board following the Annual Meeting of Stockholders. Members of the Committee shall serve for one year terms and until their successors are appointed and qualifies, or until their earlier resignation or removal. The Board may remove any member of the Committee, with or without cause, at any time. The Board may also fill any vacancies on the Committee.

3. Meetings, Reports and Resources of the Committee.

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less than once a year. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or telephone. The Committee shall keep written minutes of its meetings and shall deliver a copy of

such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company's minute books.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Bylaws, applicable laws or regulations, or the listing standards. The Chairperson or majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Bylaws, applicable laws or regulations, or the listing standards.

(c) Reports. The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee may also make such other reports to the Board as necessary, which reports shall include any recommendations the Committee deems appropriate.

(d) Annual Self-Evaluation. The Committee shall evaluate its own performance and the adequacy of this Charter on an annual basis and shall report to the Board annually the results of such evaluation.

(e) Resources. The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

4. Authority and Responsibilities.

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

(a) Establish standards, criteria and processes for the selection of individuals to serve on the Board, consistent with the Corporate Governance Guidelines of the Company;

(b) Identify, screen and review individuals qualified to serve as directors; review each current director and recommend to the Board whether such director should stand for re-election; and recommend to the Board the nominees for election or re-election at the next annual meeting of stockholders and for filling vacancies that may occur at other times, subject to the limitations set forth in the Corporate Governance Guidelines of the Company;

(c) Review director candidates submitted by the Company's stockholders

(d) Review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, and other desired qualities;

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- (e) Review periodically the size of the Board and recommend to the Board any appropriate changes;
 - (f) To determine the reasons for the resignation of any director.
 - (g) Oversee the implementation and monitor the effectiveness of the Corporate Governance Guidelines of the Company, and develop and recommend to the Board modifications and or additions to the Company's Corporate Governance Guidelines;
 - (h) To review the Board of Directors' committee structure and delegate responsibilities to be included in the Charter of each Board committee.
 - (i) Consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;
 - (j) Review and address conflicts of interest of directors, the Chief Executive Officer and other Board-appointed officers;
 - (k) Review the corporate governance implications, if any, of any proposed changes in director compensation;
 - (l) To develop and recommend to the Board of Directors for its approval a set of Corporate Governance Guidelines and a Code of Ethics applicable to the Company. The Committee shall review the Code of Ethics from time to time and recommend changes as necessary.
 - (m) To review the effectiveness of all Board committees, including the Committee, and make recommendations for improvements and to develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluation process and may make recommendations to the Board for any improvements that the Committee may deem appropriate in its sole discretion.
 - (n) To review and update the Company's web site, Bylaws and Certificate of Incorporation for compliance with the listing standards and the Sarbanes-Oxley Act, as that same may be amended from time to time, and the rules and regulations promulgated thereunder.