

BLUEROCK RESIDENTIAL GROWTH REIT, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
As of March 26, 2014

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Bluerock Residential Growth REIT, Inc. (the “Company”). The functions of the Committee shall include: (a) identifying qualified candidates for election as directors, consistent with criteria approved by the Board, and selecting, or recommending to the Board for selection, nominees for election as directors at the annual meeting of stockholders; (b) developing and recommending to the Board Corporate Governance Guidelines applicable to the Company and implementing and monitoring such Corporate Governance Guidelines; (c) reviewing and making recommendations on matters involving the general operation of the Board, including the size of the Board and its composition, and committee composition and structure; (d) recommending to the Board nominees for each committee of the Board; (e) annually facilitating the assessment of the Board’s performance as a whole, of the individual directors of the Board, and the various committees of the Board, as required by applicable law, regulations and the requirements of the New York Stock Exchange, NYSE MKT LLC or any other nationally recognized securities exchange on which the Company’s securities are traded (the “Securities Exchange”); and (f) overseeing the Board’s evaluation of the Company’s management.

Committee Formation, Duration and Membership

The Committee shall consist of no fewer than three members, all of whom shall be members of the Board. All members of the Committee shall meet the independence requirements of the Securities Exchange applicable to a member of the Committee and any rules and regulations of the U.S. Securities and Exchange Commission, in each case, as in effect from time to time. The members of the Committee shall serve at the pleasure of the Board and the Board shall have the power at any time, subject to the rules of the Applicable Securities Exchange, as amended from time to time, to (A) designate and appoint a chairman of the Committee, (B) remove any member of the Committee, (C) fill any vacancy created by any such removal or by any resignation of a director serving thereon, (D) designate an alternate member to replace any absent or disqualified member of the Committee or (E) dissolve the Committee.

Committee Authority and Responsibilities

1. The Committee shall actively identify individuals qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board as potential directors of the Company. The Committee shall also develop and recommend to the Board for approval the criteria for selecting new director nominees. The Committee shall assist the Board in meeting the following goals with respect to the composition of the Board and the Audit, Investment, Compensation, and Nominating and Corporate Governance Committees of the Board:

- (a) the Board will have a majority of directors who meet the criteria for independence required by the Securities Exchange; and
- (b) the membership of the Audit, Investment, Compensation, and Nominating and Corporate Governance Committees shall meet the requirements set forth in each such committee’s charter.

The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new directors as well as the composition of the Board as a whole and of the Audit, Investment, Compensation, and Nominating and Corporate Governance Committees. This assessment will include members’ qualification as independent, when required, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board and the Company. The Committee shall recommend to the Board the director nominees to stand for election to the Board at each annual meeting of the Company’s stockholders or otherwise and to comprise each of the Audit, Investment, Compensation, and Nominating and Corporate Governance Committees. These recommendations will be made by the Committee in accordance with the policies and principles in this Nominating and Corporate Governance Committee Charter (this “Charter”). Any invitation to join the Board should be extended by the Board itself, by the Chairman of the Committee and the Chairman of the Board. In cases where

the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the Committee process.

2. Subject to paragraph 3 below, the Committee shall review and make recommendations to the Board regarding the Company's director nomination process, including, without limitation:

- (a) determining any specific, minimum qualifications that the Committee believes must be met by a nominee for recommendation to the Board, and describe any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess; and
- (b) determining the Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders.

3. The Committee may solicit candidate recommendations from its own members, from members of the Board and from management of the Company's external manager, if applicable. The Committee may also consider nominations made by other interested persons. In evaluating the persons nominated as potential directors, the Committee will consider each candidate without regard to the source of the recommendation and take into account those factors that the Board or Committee deems relevant. Notwithstanding the foregoing, with regard to each nominee approved by the Committee for inclusion on the Company's proxy card (other than nominees who are executive officers or who are directors standing for re-election), the Committee shall report to the Board which one or more of the following categories of persons or entities recommended such nominee: non-management director, chief executive officer, other executive officer, third-party search firm, or other specified source. If the Committee receives a nomination for director from one or more stockholders in compliance with Article II, Section 11 of the Company's Bylaws, the Committee shall identify to the Board the candidate and the stockholder or stockholders that recommended the candidate.

4. The Committee shall have the sole authority to retain and terminate a search firm, independent legal counsel or any other adviser to identify director candidates and shall have sole authority to approve the fees and other retention terms of such search firm, independent legal counsel or adviser. If the Company retains such third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees, the Committee shall report to the Board the function performed by each such third party. The Committee shall also have authority to obtain professional advice from within the Company or elsewhere. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm, independent legal counsel or any other adviser retained by the Committee. Notwithstanding the foregoing, the Committee shall not be required to retain a search firm, independent legal counsel or other adviser and may rely on any sources it deems acceptable in its sole discretion.

5. The Committee shall have oversight of the evaluation and self-assessment process of the Board, each committee of the Board and management with respect to the governance of the Company. The Committee shall solicit comments from all directors and provide the Board, at least annually, with an assessment of the performance of the Board, each committee of the Board and the management of the Company.

6. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company. Once adopted, the Committee shall review the adequacy of the Corporate Governance Guidelines of the Company at least annually and recommend any proposed changes to the Board for approval.

7. The Committee shall develop and recommend to the Board (a) the Code of Business Conduct and Ethics, and (b) the Code of Ethics for Senior Executive and Financial Officers (collectively, the "Codes of Ethics"), applicable to the Company. Once adopted, the Committee shall review the adequacy of the Codes of Ethics of the Company at least annually and recommend any proposed changes to the Board for approval.

8. The Committee may form and delegate authority to subcommittees when appropriate; provided, however, that such subcommittees shall be composed entirely of independent directors and each such subcommittee shall have its own charter setting forth its purpose and responsibilities.

9. The Committee shall meet at least semi-annually and shall make regular reports to the Board. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

10. The Chairman of the Board, in consultation with the Company's chief executive officer (the "CEO") if different than the Chairman of the Board, may recommend to the Committee directors for consideration for appointment to the Audit, Investment, Compensation, and Nominating and Corporate Governance Committees. The Committee may consult with, and seek the recommendations of, the Chairman of the Board and the CEO, if different than the Chairman of the Board, with respect to any other matter within its scope; however, the Committee shall not be bound by such recommendations.

11. The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended in whole or in part with the approval of a majority of the Board. The Committee shall also annually review its own performance.