

**RiverNorth Closed End Funds
(the “Funds”)**

Nominating and Corporate Governance Committee Charter

Nominating Committee Membership

The Nominating and Corporate Governance Committee (the “Committee”) shall be composed entirely of independent directors of the Fund in such number as may be determined from time to time by the Board. “Independent Directors” are those directors who are not “interested persons” of the Fund or any investment adviser or principal underwriter of the Fund within the meaning of Section 2(a)(19) of the Investment Company Act of 1940 (the “1940 Act”).

Mission

The Committee’s mission is to promote the effective participation of qualified individuals on the Board of Directors and Committees of the Board.

Board Nominations and Functions

1. The Committee shall be responsible for the selection and recommendation of candidates for election or appointment as Independent Directors of the Fund.
2. The Committee shall present recommendations to the Board of Directors to fill vacancies or to nominate directors for election by shareholders. In connection with the selection and nomination process, the Committee shall evaluate candidates’ qualifications for Board membership and their independence from the Fund’s investment adviser and other principal service providers. Persons selected as Independent Directors must be independent in terms of both the spirit and letter of the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, e.g., business, financial or family relationships with the investment adviser or service providers.
3. The Committee shall periodically review the composition of the Board of Directors to determine whether it may be appropriate to add individuals with different backgrounds or skill sets from those already on the Board.

Governance Matters

1. Any vacancy in the membership of the Committee shall be filled by the Board of Directors from the membership of the Board.
2. At all meetings of the Committee a majority of the members of the Committee shall constitute a quorum for the transaction of business. The Board may designate one or more Independent Directors as alternate members of the Committee who may replace any absent or disqualified member at any meeting of the Committee or for the purpose of any written action by the Committee.
3. The Committee shall keep, or cause to be kept, adequate minutes of all actions taken at each meeting thereof and shall report to the Board of Directors any and all actions taken by the Committee.
4. The Committee shall meet as may be provided from time to time by resolution duly adopted by the Board of Directors or upon call of the Chairman of the Committee.
5. At each meeting of the Board, the minutes of the meeting of the Committee held since the last Board of Directors' meeting shall be reviewed.
6. The Committee and each member thereof shall serve at the pleasure of the Board of Directors.

Other Powers and Responsibilities

1. The Committee shall monitor the performance of legal counsel employed by the Fund and the Independent Directors, and shall be responsible for the supervision of counsel for the Independent Directors.
2. The Committee shall have the resources and authority appropriate to discharge their responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the Fund.
3. The Committee may periodically review this Charter and recommend any changes to the full Board of Directors.

Adopted: As of December 2021