

APPENDIX A

Corporate Governance and Nominating Committee Policy Regarding Qualifications of Directors

The Corporate Governance and Nominating Committee (the “Committee”) of Ore Pharmaceutical Holdings Inc. (the “Corporation”) believes that members of the Corporation’s Board of Directors (the Board”) must possess certain basic personal and professional qualities in order to properly discharge their fiduciary duties to shareholders, provide effective oversight of the management of the Corporation and monitor the Corporation’s adherence to principles of sound corporate governance. It is therefore the policy of the Committee that all persons nominated to serve as a director of the Corporation should possess the minimum qualifications described in this Policy. These are only threshold criteria, however, and the Committee will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate’s credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. This Policy may be modified by the Committee from time to time.

1. Integrity and Ethical Values. Candidates should possess the highest personal and professional standards of integrity and ethical values.
2. Commitment. Candidates must be committed to promoting and enhancing the long term value of the Corporation for its shareholders.
3. Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment, or (ii) otherwise discharge the fiduciary duties owed as a director to the Corporation and its shareholders.
4. Fair and Equal Representation. Candidates must be able to represent fairly and equally all shareholders of the Corporation without favoring or advancing any particular shareholder or other constituency of the Corporation.
5. Achievement. Candidates must have demonstrated achievement in one or more fields of business, professional, governmental, community, scientific or educational endeavor, and possess mature and objective business judgment and expertise.
6. Oversight. Candidates are expected to have sound judgment, derived from management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.
7. Diversity. The Committee will consider issues of diversity among its members in identifying and considering nominees for director, and will strive where

appropriate to achieve a diverse balance of backgrounds, perspectives, experience, age, gender, ethnicity and country of citizenship on the Board and its committees.

8. Business Understanding. Candidates must have a general appreciation regarding major issues facing public companies of a size and operational scope similar to the Corporation. These include:
 - contemporary governance concerns;
 - regulatory obligations of a public issuer;
 - strategic business planning;
 - competition in a global economy; and
 - basic concepts of corporate accounting and finance.
9. Available Time. Candidates must have, and be prepared to devote, adequate time to the Board and its committees. It is expected that each candidate will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Corporation's Board and any committees on which they serve, as well as the Corporation's annual meeting of shareholders.
10. Board Policies. The candidate's election must not conflict with any applicable Board policies.
11. Limited Exceptions. Under exceptional and limited circumstances, the Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Corporation and its shareholders.
12. Additional Qualifications. In approving candidates to be recommended for election as director, the Committee will also assure that the composition of the Board satisfies the applicable rules of the Securities and Exchange Commission and any stock exchange requirements and that candidates have general familiarity with an industry or industries in which the Corporation conducts a substantial portion of its business or in related industries.

¹ Item 407(c) of Regulation S-K requires that the proxy disclosure consider whether, and if so, how a board's nominating committee considers issues of diversity in identifying nominees for director. The SEC in its regulations did not define diversity and believes it can be expressed in a variety of ways. Therefore consider whether this definition is the appropriate definition for the corporation.

APPENDIX B

Procedures for Shareholders Submitting Nominating Recommendations

The Corporate Governance and Nominating Committee (the “Committee”) of Ore Pharmaceutical Holdings Inc. (the “Corporation”) has adopted the following procedures for Corporation shareholders to submit recommendations for nomination to the Corporation’s Board of Directors (the “Board”). The Committee may amend these procedures from time to time.

1. Security Holders Entitled to Make Submissions. The Committee will accept for consideration submissions of recommendations for the nomination of directors from shareholders who meet the minimum percentage ownership requirements that the Board may establish from time to time. Submissions of such recommendations must comply with the requirements set forth below. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. Manner and Address for Submission. All shareholder nominating recommendations must be in writing, addressed to the Committee care of the Corporation’s corporate secretary at the Corporation’s principal offices. Submissions must be made by mail, courier or personal delivery. E-mailed submissions will not be considered.
3. Information Concerning the Recommending Shareholders. A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
 - the name and address, including telephone number, of the recommending shareholder;
 - the number of the Corporation’s shares owned by the recommending shareholder and the time period for which such shares have been held;
 - if the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held.
 - a statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Corporation’s next annual meeting of shareholders; and
 - such other information as may be required by the Corporation’s by-laws.

4. Information Concerning the Proposed Nominee. A nominating recommendation must be accompanied by the following information concerning the proposed nominee:
 - the information required by Item 401 of Regulation S-K (generally providing for disclosure of the name, address, and business experience for the past five years of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);
 - the information required by Item 403 of Regulation S-K (generally providing for disclosure regarding the proposed nominee's ownership of securities of the Corporation);
 - the information required by Item 404 of Regulation S-K (generally providing for disclosure of transactions between the Corporation and the proposed nominee valued in excess of \$120,000 and certain other types of business relationships with the Corporation); and
 - such other information as may be required by the Corporation's by-laws.
5. Relationships Between the Proposed Nominee and the Recommending Shareholder. The nominating recommendation must describe all relationships between the proposed nominee and the recommending shareholder, and any agreements or understandings regarding the nomination, including those between the recommending shareholder and the nominee.
6. Other Relationships of the Proposed Nominee. The nominating recommendation shall describe all relationships between the proposed nominee and any of the Corporation's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Corporation.
7. Qualifications of the Proposed Nominee. The recommending shareholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Corporation.
8. Ability to Represent All Shareholders. The recommending shareholder must state whether, in the view of the shareholder, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Corporation.
9. Consent to be Interviewed by the Committee and, if Nominated and Elected, to Serve. The nominating recommendation must be accompanied by the written consent of the proposed nominee to: (a) be considered by the Committee and interviewed if the Committee chooses to do so in its discretion, and (b) if nominated and elected, to serve as a director of the Corporation. The

recommending shareholder must furnish the proposed nominee's contact information for this purpose.

10. Timing for Submissions Regarding Nominees for Election at Annual Meetings. A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders must ensure that it is received by the Corporation, as provided above, in accordance with the applicable provisions of the Corporation's by-laws.
11. Shareholder Groups. If a recommendation is submitted by a group of two or more shareholders, the information regarding recommending shareholders set forth in paragraph three above must be submitted with respect to each shareholder in the group.

APPENDIX C

Policy on Shareholder Recommendation of Candidates for Election as Directors

1. It is the policy of Ore Pharmaceutical Holdings Inc. (the “Corporation”) that the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) consider recommendations for the nomination of directors submitted by holders of the Corporation’s shares entitled to vote generally in the election of directors.
2. In order for the recommendation of a security holder to be considered under this Policy, the recommending shareholder or group of shareholders must have held at least five percent (5%) of the Corporation’s voting common stock for at least one year as of the date the recommendation was made.
3. For each annual meeting of shareholders, the Committee will accept for consideration only one recommendation from any shareholder or affiliated group of shareholders. An affiliated group of shareholders means shareholders constituting a group under Regulation 13D.
4. The Committee will also consider the extent to which the shareholder making the nominating recommendation intends to maintain its ownership interest in the Corporation.
5. The Committee will only consider recommendations of nominees who satisfy the minimum qualifications prescribed by the Committee for Board candidates, including that a director must represent the interests of all shareholders and not serve for the purpose of favoring or advancing the interests of any particular shareholder group or other constituency.
6. Only those recommendations whose submission complies with the procedural requirements adopted by the Committee will be considered by the Committee.
7. All recommendations submitted by shareholders will be considered in the same manner and under the same process as any other recommendations submitted from other sources.
8. The Committee will select candidates to be recommended for nomination to the Board according to the above requirements and qualification criteria established by the Committee. The Committee is under no obligation to recommend a candidate for nomination.
9. This Policy may be revised or revoked by the Board or the Committee at any time.