

**ORE PHARMACEUTICAL HOLDINGS INC.  
CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**

**PURPOSE**

The purposes of the Corporate Governance and Nominating Committee are to (1) identify individuals qualified to become members of the Company's Board of Directors ("Board"), (2) select and nominate candidates for election to the Board at each annual meeting of stockholders, (3) recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board, and (4) review and make recommendations regarding corporate governance principles applicable to the Company.

**MEMBERSHIP AND STRUCTURE**

The Corporate Governance and Nominating Committee shall consist of two Directors, unless the Board should deem some other number more appropriate based upon circumstances. The members and the chairman of the Corporate Governance and Nominating Committee will be appointed each year by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Meetings of the Committee shall be held at least annually at such times and places as the Committee shall determine. The Committee shall maintain minutes of each meeting and shall report on matters considered by the Committee to the Board at the next Board meeting. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees to the extent permitted by applicable law.

**RESPONSIBILITIES**

The responsibilities of the Corporate Governance and Nominating Committee of the Board of Directors of the Company shall include the following:

1. Identify individuals believed to be qualified to become Board members.
2. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the Corporate Governance and Nominating Committee Policy Regarding Qualifications of Directors attached as Appendix A hereto. Each nominee will be considered both on his or her individual merits and in relation to existing or other potential members of the Board, with a view to establishing a well-rounded, diverse, knowledgeable, and experienced Board.
3. Annually review for each director and nominee, the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director for the Company, as well as how the directors' skills and background enable them to function well together as a Board.
4. Review the continued appropriateness of Board membership of directors whose occupations and/or affiliations have changed since their initial appointment to the Board
5. Consider bona fide candidates recommended by shareholders for nomination for election to the Board in accordance with the Procedures for Shareholders Submitting Nominating Recommendations attached hereto as Appendix B. The Committee will consider such candidates in accordance with the policies set forth in Policy on Shareholder Recommendation of Candidates for Election of Directors attached hereto as Appendix C.
6. Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board. In nominating or recommending candidates, the Committee will seek persons of high integrity who have relevant business knowledge, judgment and skill and who are likely to work effectively with current Directors to serve the interests of the Company's stockholders.
7. Periodically assess the performance of Board members individually and that of the Board as a whole.

8. Annually review the governance of the Company.
9. Annually review the Company's ethics policy.
10. From time to time, the Committee may also undertake other activities at the direction of the Board.

#### **ANNUAL PERFORMANCE EVALUATION**

The Committee shall provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation shall be conducted in such manner as the Committee deems appropriate, and may be a written or oral report.

#### **DELEGATION TO SUBCOMMITTEE**

The Committee may, in its discretion, delegate portions of its duties and responsibilities to one or more subcommittees consisting of one or more members of the Committee.

#### **RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of independent counsel and other advisors, as it deems appropriate, without seeking the approval of the Board or management.