



ORE PHARMACEUTICALS 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 at least two Directors. All of the members of such Committee shall be independent directors (as defined in the applicable rules for NASDAQ-traded issuers as well as applicable federal law). 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 Ore Pharmaceuticals, Inc. shall include the following:

1. Identify individuals believed to be qualified to become Board members.
2. Nominate candidates for election or reelection to the Board at each Annual Meeting of Stockholders or, if applicable, at a special meeting of stockholders.
3. Review the continued appropriateness of Board membership of directors who change the positions they held when they joined the Board.

4. 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 Ore Pharmaceuticals's stockholders.
5. Periodically assess the performance of Board members individually and that of the Board as a whole.
6. Annually review the governance of the Company.
7. Annually review the Company's ethics policy.
8. 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. Any such subcommittee may also include other Directors who are not 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.