

CELL THERANOSTICS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Charter of the Nominating and Corporate Governance Committee is established as follows.

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Cell Theranostics, Inc. (the "Company") is to make recommendations on the composition of the Board, periodically assess the functioning of the Board and its Committees, develop and recommend corporate governance guidelines and principles applicable to the Company and develop and oversee the effectiveness of the Company's legal, ethics, and regulatory compliance matters.

2. Membership

The Committee shall be appointed by the Board and may be removed, with or without cause, by the Board. The Committee shall consist of three (3) or more directors, as determined by the Board from time to time. Each Committee member shall serve until a successor to such member is duly elected by the Board and qualified or until such member's resignation or removal from the Board or the Committee. The Chairman of the Committee shall be designated by the Board. The members of the Committee shall meet the applicable independence and other requirements of the stock exchange and any other applicable laws and regulations.

3. Meetings

The Committee members shall hold such regular meetings as may be necessary or advisable, but no less frequently than annually, and hold such special meetings as may be called by the Committee's Chairman or the Chairman of the Board. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. Actions may be taken by the Committee upon the affirmative vote of a majority of its members present at a meeting of the Committee at which a quorum is present, unless a greater number is required by applicable law or the Company's certificate of incorporation or bylaws, or without a meeting if all of the members of the Committee indicate their approval in writing. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate; provided that the decisions of such subcommittee shall be presented to the full Committee at its next scheduled meeting.

The Chairman of the Committee shall consult with Company management, including the Management Compliance Committee, and members of the Committee in the process of establishing agendas for Committee meetings.

The Committee shall make regular reports to the Board on the actions and recommendations of the Committee. The Committee shall maintain and submit to the Board copies of minutes of each meeting of the Committee and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and each written consent to action taken without a meeting shall be placed in the Company's minute book.

4. Duties And Responsibilities

To fulfill its responsibilities and duties, the Committee shall:

- (a) With respect to the selection of director candidates:

- establish procedures for the submission of director candidates for election to the Board;
 - establish procedures to identify and evaluate director candidates;
 - identify, consider and recommend director candidates to fill new positions or vacancies on the Board, including candidates proposed by Company stockholders, except where the right to nominate a director legally belongs to a third party.
- (b) With respect to the functioning of the Board and the Committees of the Board:
- review and make recommendations to the Board concerning the types, duties, functions, size, operation and membership of committees of the Board;
 - conduct a review and evaluation annually of the functioning of the Committee in such manner as it deems appropriate; and
 - in consultation with the full Board, conduct a review and evaluation annually of the functioning of the Board in such manner as the Committee deems appropriate.
- (c) With respect to executive officers:
- review periodically the succession planning for executive officers of the Company, which shall include transitional leadership in the event of an unplanned vacancy;
 - report findings and recommendations, including policies and principles for selection and performance review, to the Board; and
 - work with the Board to evaluate potential successors to such executive officer positions.
- (d) With respect to the compliance matters:
- Provide general compliance oversight and periodically receive updates about the compliance program from the Corporate Compliance Officer;
 - Review the status and effectiveness of the Company's compliance programs with respect to non-financial regulatory requirements, including but not limited to, the Company's policies and procedures for
 1. health care law compliance,
 2. prescription drug promotion rules and regulations compliance,
 3. compliance with applicable trade restraints such as the U.S. Foreign Corrupt Practices Act of 1977, as amended, and similar applicable non-U.S. laws relating to competition, fraud and abuse, and
 4. Federal health care program requirements and U.S. Food and Drug Administration requirements (and similar non-U.S. requirements, as applicable);

- Monitor and audit the Company's system, processes and transactions regarding non-financial compliance described above;
 - Serve as the committee to whom violations are to be reported, and investigate alleged misconduct;
 - Establish, review and update periodically the Company's Code of Business Ethics and ensure that management has established a system to implement a training system around the code and enforce the Code; and
 - Periodically review with the Company's management any legal matters that could have a significant impact on the Company, including but not limited to, government investigations, *qui tam* lawsuits, other laws and regulations affecting the Company's manufacture, distribution and sale of its products worldwide and other claims relating to actual or alleged regulatory or compliance matters.
- (e) Perform any other activities consistent with this Charter and the Company's bylaws as the Committee, the Board, the Chairman of the Board and/or the Chief Executive Officer of the Company deems necessary or appropriate.

Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and from time to time, as the Committee shall deem appropriate, make additional recommendations to the Board regarding governance matters and practices, including with regard to the Code of Business Ethics.

- (g) Review and assess, at least annually, the Company's certificate of incorporation and bylaws and the charters of all the committees of the Board and recommend to the Board for its consideration any improvements the Committee deems necessary or appropriate.
- (h) Review the Company's practices and policies with respect to directors, the size of the Board, the leadership structure of the Board, the ratio of management directors to non-management directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto.

Investigate any matter brought to its attention that is within the scope of the Committee's authority and responsibilities, including complaints and reports on compliance matters referred to the Committee by the Compliance Committee.

The Committee is authorized, without further action by the Board, to engage such independent legal advisors, search firms and other advisors as it deems necessary or appropriate to carry out its responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

5. Charter Amendment

By a majority vote, the Board may approve amendments to this Charter.