

TONIX PHARMACEUTICALS HOLDING CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Date approved: February 9, 2016

Organization

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tonix Pharmaceuticals Holding Corp. (the “Corporation”), appointed by and acting on behalf of the Board as more fully set forth in this Charter, shall be responsible for carrying out the responsibilities delegated by the Board relating to the Corporation’s director nominations process and procedures, developing and maintaining the Corporation’s corporate governance policies and any related matters required by the federal securities laws.

The Committee shall be appointed annually by the Board and be comprised of two or more directors as determined by the Board, each of whom must be determined by the Board to be “independent” under the rules of the NASDAQ Stock Market and applicable law, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee and the Committee Chair shall be appointed by the Board based on recommendations from this Committee of the Board. The members of the Committee, including the Committee Chair, shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove the Committee Chair and/or any member from the Committee at any time with or without cause. Vacancies on the Committee shall be filled by a majority vote of the full Board.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”);
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set for In the Corporation’s bylaws and described in the Corporation’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Corporation’s charter documents;
- The Committee shall develop and recommend to the Board for approval a Chief Executive Officer succession plan (the “Succession Plan”), review the Succession Plan periodically, with or without the Chief Executive Officer as the Committee believes is appropriate, develop and evaluate potential candidates for Chief Executive Officer and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan;

- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board;
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, to review these principles at least once a year and to recommend any changes to the Board;
- To oversee the Corporation's corporate governance practices, including identifying best practices and reviewing and recommending to the Board for approval any changes to the other documents, policies and procedures in the Corporation's corporate governance framework, including its articles of incorporation and by-laws;
- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation;
- To review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually;
- If a vacancy on the Board and/or any Board committee occurs, to actively seek, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board;
- To develop and recommend to the Board for approval a Corporation policy on approval of related party transactions and to review and recommend to the Board for approval any transaction between the Corporation and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Corporation's related party transaction approval policy;
- To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Corporation that would impair its independence;
- To review and discuss with management disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Corporation's proxy statement or annual report on Form 10-K, as applicable;
- To monitor compliance with the Corporation's Code of Business Conduct and Ethics (the "Code"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board;
- To review, at least annually, the Corporation's compliance with the NASDAQ corporate governance listing requirements (or such other exchange or market that the Corporation's common stock is then listed upon), and report to the Board regarding the same;
- To review and recommend to the Board changes to the Corporation's bylaws as needed; and

- The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board,

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Meetings and Operations

The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may delegate matters within its responsibility to subcommittees composed of certain of its members. The Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

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