

TONIX PHARMACEUTICALS HOLDING CORP.

LEAD INDEPENDENT DIRECTOR CHARTER

Date approved: February 9, 2016

If the offices of Chairman of the Board of Directors (the “Board”) of Tonix Pharmaceuticals Holding Corp. (the “Corporation”) and Chief Executive Officer of the Corporation are held by the same person, the Board will annually elect with a majority vote an independent director to serve in a lead capacity (the “Lead Independent Director”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Board.

For purposes of this Charter, “independent” means meeting the requirements for independent directors under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the Board may determine.

The specific powers and responsibilities of the Lead Independent Director are as follows:

Executive Sessions

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors.

Call Meetings of Independent Directors

- Has the authority to call meetings of the independent Directors.

Chairman Liaison

- Serve as the principal liaison between the Chairman and the independent Directors.

Consult on Board Information, Agendas and Schedules

- Consult with the Chairman as to information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information.
- Consult with the Chairman regarding meeting agendas for the Board.
- Advise the Chairman as to the frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.

Stockholder Communication

- Be available, when appropriate, for consultation and direct communication with stockholders.

Advisors and Consultants

- Recommend to the Board the retention of outside advisors and consultants who report directly to the Board on Board-wide issues.

Compensation

- Receive additional compensation as determined from time to time by the Board, upon recommendation of the Compensation Committee.

Advisors

- To the extent requested by the Lead Independent Director and where appropriate, the Corporation's outside legal securities counsel shall provide advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director's duties.

Charter Review

- On an annual basis, the Lead Independent Director, in consultation with the Nominating and Corporate Governance Committee, shall review this Charter and recommend to the Board for approval any modifications or changes.

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