

INSPYR THERAPEUTICS SPECIAL COMMITTEE CHARTER

Purpose

Special Committees of the Board of Directors of Inspyr Therapeutics will serve as administrative committees of the Board to facilitate approval of certain corporate actions that do not require consideration by the full Board, as outlined in this Charter.

Membership

Special Committees will consist of at least one member of the Board. Special Committee members will be appointed by and serve at the discretion of the Board and will be appointed for the purpose of a specific corporate action or task.

Authority

Special Committees will have and may exercise such powers and authority in the management of the business and affairs of Inspyr Therapeutics as are specifically delegated to it by resolution of the full Board.

Meetings

Special Committee meetings will be held from time to time as determined by the Board and/or the members of the Special Committees, in response to the needs of the Board.

Minutes

The Special Committees will maintain written minutes of their meetings, which will be distributed to the Board at its next meeting following any meeting of a Special Committee and filed in Inspyr Therapeutics's minute books along with the minutes of the meetings of the Board.