

NOMINATING AND CORPORATE GOVERNANCE

COMMITTEE CHARTER OF

METASTAT, INC.

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of MetaStat, Inc. (the “Company”) shall consist of a minimum of two (2) directors, each of which shall meet the independence requirements and standards established from time to time by the Securities and Exchange Commission (the “SEC”) and any such securities exchange on which the Company’s securities are listed or quoted for trading. Notwithstanding anything to the contrary in this charter, if permitted by applicable SEC and stock exchange laws and regulations in effect from time to time, the Board may appoint one or more members of the Nominating Committee that do not meet the requirements for independence.

The members of the Nominating Committee shall serve until their successors are appointed and qualify, and shall designate the Chairman of the Nominating Committee. The Board shall have the power at any time to remove members of the Nominating Committee and to fill vacancies in it, subject to such new member(s) subject to such new member(s) satisfying the above requirements. The Nominating Committee shall meet at least once a year.

The purpose of the Nominating Committee shall be to assist the Board in identifying qualified individuals to become board members, in determining the composition of the Board and in monitoring a process established to assess Board effectiveness.

In furtherance of this purpose, the Nominating Committee shall have the following authority and responsibilities:

1. make recommendations to the Board regarding the size and composition of the Board, establish procedures for the nomination process and screen and recommend candidates for election to the Board;
2. to review with the Board from time to time the appropriate skills and characteristics required of Board members;
3. to establish and administer a periodic assessment procedure relating to the performance of the Board as a whole and its individual members; and
4. make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing corporate governance guidelines to be adopted by the Board.

The Nominating Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion.

The Nominating Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as it

may deem appropriate in its sole discretion. The Nominating Committee shall have sole authority to approve related fees and retention terms.

The Nominating Committee shall prepare minutes and report its actions and recommendations to the Board. The Nominating Committee shall annually review its own performance.

Adopted: July [___], 2012