

**NOMINATIONS AND  
GOVERNANCE  
COMMITTEE CHARTER**

**OF**

**VOLITIONRX LIMITED  
(a Delaware Corporation)**

**November 05, 2014**

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of VolitionRx Limited (the “Company”) is to (i) identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend to the Board the director nominees for the next annual meeting of shareholders, and to fill vacancies that may be created by the expansion of the number of directors of the Board and by resignation, retirement, or other termination of services of incumbent board members; (ii) ensure that the Board and the Company’s Certificate of Incorporation and Bylaws are structured in a way that best serves the Company’s practices and objectives; (iii) oversee the evaluation of the Board’s performance; and (iv) develop and recommend to the Board corporate governance guidelines, procedures and policies (and changes thereto) as may be required from time to time.

**II. Composition**

The Committee must consist of at least two (2) directors, each of whom must (i) satisfy the independence requirements of the NYSE MKT, as such requirements are interpreted by the Board in its business judgment, except as otherwise permitted by applicable NYSE MKT rules, (ii) be and meet all other eligibility requirements of applicable laws.

Appointment to the Committee, including the designation of the Chair of the Committee, shall be made by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings, Procedures and Authority**

The Committee shall meet at least once per year and as often as necessary to carry out its duties and responsibilities at such times and places as the Committee shall determine, and shall also be able to take actions by written consent. Meetings may be held in person, telephonically, or by video conferencing. The Committee may ask members of management or others to attend its meetings and to provide pertinent information to the Committee. A majority of the members

of the Committee shall constitute a quorum. The Committee shall maintain minutes of its meetings and regularly deliver to the Board a report, which may be oral, on its activities.

The Committee has sole authority to retain, obtain the advice of, and terminate any search firm or consultant to be used to identify director candidates, including sole authority to approve such search firm's or consultant's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee will identify, evaluate, and recommend to the Board individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders as well as to fill vacancies existing on the Board.

2. *Policies.* The Committee is to develop policies and procedures for identifying, evaluating, and recommending director candidates, including consideration of nominees recommended by shareholders, to stand for election at annual or special meetings of shareholders or to fill vacancies existing on the Board.

3. *Criteria for Selecting Directors.* The Committee is to develop and recommend to the Board criteria for Board membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a recommended nominee, whether recommended by the Committee or by stockholders, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess. The current criteria are the following factors, amongst others:

- a. Each director should be committed to enhancing long-term stockholder value and should be an individual of the highest character and integrity. The Committee believes that a well-rounded Board consists of directors with backgrounds that are complementary to one another, reflecting a variety of experiences, skills and expertise.
- b. Each director should be free of any conflicts of interest which would violate applicable laws, rules, regulations or listing standards or interfere with the proper performance of the responsibilities of a director.
- c. Each director should possess experience, skills and attributes which enhance

his or her ability to perform duties on behalf of the Company. In assessing these qualities, the Committee will consider such factors as (i) personal skills and attributes, (ii) expertise in the areas of accounting, marketing strategy, financial reporting or corporate governance, or (iii) professional experience in the Company's industry, as well as other factors that would be expected to contribute to an effective Board.

- d. Each director should have the willingness and ability to devote sufficient time and efforts to the affairs of the Company in order to carry out the responsibilities of a director.
- e. Each director should demonstrate his or her understanding that his or her primary responsibility is to the stockholders of the Company, and that his or her primary goal is to serve the best interests of those stockholders, and not his or her personal interest or the interest of a particular group.

4. *Conflicts.* The Committee will evaluate whether any position held or proposed to be held by any new or existing director would represent a conflict of interest with such director's membership on the Board or any committee thereof.

5. *Securities Filings.* The Committee will review and discuss with management the narrative disclosure regarding the Committee, the director nomination process implemented by the Committee or the Board, and the independence of directors to be included in any Securities and Exchange Commission filing.

6. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

7. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board corporate governance guidelines, procedures and policies as may be required from time to time. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines, procedures and policies and recommend any proposed changes to the Board for approval.

8. *Succession Planning.* The Committee will establish and periodically review the Company's succession plans for the Board and senior management positions, including reviewing, from time to time, contingency plans for a successor to assume the role of Chief Executive Officer.

9. *Board and Management Evaluations.* The Committee will develop an annual evaluation process for the Board, its committees, and individual directors and ensure the execution of such annual evaluation. The Committee will review periodically, but at least annually, the size and skills of the Board and each standing committee and recommend to the Board such changes that the Committee believes desirable.

10. *Financial Experts.* The Committee will review periodically as it deems appropriate the requirements of a “financial expert” under applicable rules of the SEC and NYSE MKT, assess which directors should be deemed “financial experts,” and recommend to the Board the determination that such directors are “financial experts.”

11. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company’s certificate of incorporation, bylaws, and the charters of the Company’s other committees.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

15. *General.* In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and Certificate of Incorporation. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee’s sole discretion. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.