

CytoGenix, Inc.

**GOVERNANCE COMMITTEE
CORPORATE GOVERNANCE COMMITTEE CHARTER**

1. Members

The Board of Directors of CytoGenix, Inc. ("Company") appoints a Corporate Governance Committee of at least two independent directors of the Board and designates one member as chairperson. All members of the Corporate Governance Committee are designated in Section 4, below.

2. Purpose

Until such time that the Board of Directors is of sufficient size to warrant separate committees serving individual designated functions, the Corporate Governance Committee (CGC) will serve as the sole committee charged with the duties of governance requiring oversight by independent directors. The CGC will therefore assume the duties of (a) a Corporate Governance and Nominating Committee, as well as those associated with (b) a Board Ethics Committee, (c) an Audit Committee and (d) a Compensation Committee. There will be a Chairperson and Vice-Chairperson as designated below, both being charged with having working knowledge of all CGC activities.

3. Duties and Responsibilities

(a) Corporate Governance

The Corporate Governance Committee will assist the Board of Directors with general guidance and oversight of the Board of Directors' operations and effectiveness, including:

- Make recommendations to the Board concerning the structure, composition and function of the Board and all Board committees;
- Review Board **meeting procedures**, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings;
- Evaluate or provide for evaluation of **Board performance**;
- Review and recommend **retirement policies for directors**;
- **Review any outside directorships** in other public companies held by senior company officials;
- Periodically receive and consider recommendations from the CEO regarding **succession** at the CEO and other senior officer levels; and

(b) Nominations

The Corporate Governance Committee will also assist the Board of Directors in identifying, screening and recommending qualified candidates to serve as **directors** of the Company (including CEO and other senior management having concurrent Board appointments), including:

- Recommend to the Board **director candidates** for election or reelection to the Board at each Annual Meeting of Shareowners of the Company;
- Recommend to the Board candidates for election by the Board to **fill vacancies** occurring on the Board.
- Consider shareowner nominees;
- Make recommendations to the Board concerning the **selection criteria** to be used by the Committee in seeking nominees for election to the Board;
- Aid in **attracting qualified candidates** to serve on the Board;

(c) **Ethics**

The Corporate Governance Committee will also provide oversight for setting Company policy and ethical matters involving upper management, which includes in part:

- Verify on an annual basis that the Company's Code of Business Conduct and Ethics has been **communicated** to all key employees of the Company and its affiliates, and that all key employees and affiliates certify by written **acknowledgement** that they have read and understood, and are not aware of any violations of the Code of Business Conduct and Ethics. The Committee shall have the sole responsibility to **grant waivers** of the Code of Business Conduct and Ethics to the Company's directors, executive officers and senior financial officers.
- Review and approve annual **Conflict of Interest Statements** and any **Gift Requests** submitted by the CEO, CFO, or directors.
- Meet periodically with the Company's Chief Legal Counsel to discuss and **review the Company's policies and procedures** regarding compliance with laws and regulations.
- Address, investigate, and document findings regarding any **ethics complaints** specifically concerning senior management which are filed by Company employees through the In House Ethics Committee.
- Establish procedures for approval by non-interested directors all **related party transactions** between the Company and any executive officer or director.

(d) **Audit Activities**

The Corporate Governance Committee will also assist the Board of Directors to provide general oversight of audits and financial disclosures. The Committee's responsibilities are principally of an oversight nature. Although the Committee has the responsibilities set forth in this Charter, it is NOT the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are accurate, complete and stated in accordance with generally accepted accounting principles ("GAAP") and other applicable rules and regulations.

Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, including ensuring that the financial statements are accurate, complete and stated in

accordance with GAAP and, together with the other financial information included in the Company's public disclosures, fairly present the financial condition, results of operations and cash flows of the Company. Management is also responsible for the Company's financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures.

The independent auditors are responsible for planning and conducting an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with GAAP and reviewing the Company's quarterly financial statements.

In general, the duties of the Corporate Governance Committee shall include:

- To assist the Board by **providing oversight** by periodically meeting with management and the independent auditors and reviewing the effectiveness of the Company's reporting and disclosure controls and procedures (internal controls), internal audit function, and compliance procedures;
- To **evaluate the performance of the independent auditors**, to monitor the independent auditors' qualifications and independence, and to determine whether to engage or dismiss the independent auditors; and
- Acting in its capacity as an Audit Committee, **prepare the annual report** for the Company's annual proxy statement as required by the rules of the Securities and Exchange Commission ("SEC").
- Establish and maintain procedures for **Whistleblower complaints**, including (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

(e) Compensation

The Corporate Governance Committee shall also evaluate and make recommendations regarding compensation awards for senior executives, including:

- Set the compensation for the Chairman/Chief Executive Officer ("**CEO**");
- Set the compensation of other **executive officers** based upon the recommendation of the CEO;
- Make awards to executives under the **Company's Stock Option Plans** and Management Incentive Plan;
- Review and approve the design of **other benefit plans** pertaining to executives of the Company;
- **Approve such reports** on compensation as are necessary for filing with the SEC and other government bodies;
- Review, recommend to the Board of Directors, and administer all plans that require "**disinterested administration**" under **Rule 16b-3** under the Securities Exchange Act of 1934;
- Review and recommend to the Board of Directors changes to the **outside directors' compensation**;

4. Meetings

The Corporate Governance Committee (CGC) will meet as often as it deems necessary or appropriate, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Corporate Governance Committee will constitute a quorum.

Members of the CGC: Raymond L. Ocampo Jr. (Chairman)
 John J. Rossi (Vice-Chairman)
 Scott E. Parazynski

*December 2007, approved by the Board 12-8-07,
Amended 12-20-07, 1-9-08*