

## **MYREXIS, INC.**

### **NOMINATING AND GOVERNANCE** **COMMITTEE CHARTER**

#### **I. PURPOSE**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Myrexix, Inc. (the “Company”): (1) to assist the Board by identifying qualified candidates for director, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to lead the Board in its annual review of the Board’s performance; (3) to recommend to the Board director nominees for each Board committee; (4) to review and approve, as appropriate, potential or actual conflicts of interests between the Company and its executive officers or members of the Board; and (5) to develop and recommend to the Board corporate governance guidelines applicable to the Company.

#### **II. COMPOSITION**

The Committee shall be comprised of no fewer than three members. All members of the Committee shall meet the independence requirements of The Nasdaq Market LLC. Committee members shall be elected by the Board on the recommendation of the existing members of the Nominating and Governance Committee at the annual organizational meeting of the Board, and shall hold office until their resignations or until their successors shall be duly elected and qualified.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Chairman of the Committee, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

#### **III. MEETINGS**

The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

#### **IV. DELEGATION**

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

#### **V. AUTHORITY TO RETAIN ADVISORS**

To assist in carrying out its duties, the Committee shall have the authority, at the Corporation's expense and without needing to seek approval for the retention of such advisors or consultants from the Board, to retain and terminate consultants (including search firms to be used to identify candidates to serve as directors), legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisors' fees and other retention terms.

#### **VI. GOALS, RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

1. Evaluate the current composition, organization and governance of the Board of Directors and its committees, determine future requirements and make recommendations to the Board for approval.
2. Annually review for each director and nominee, the particular experience, qualifications, attributes or skills that contribute to the Board's conclusion that the person should serve or continue to serve as a director for the Corporation, as well as

how the directors' skills and background enable them to function well together as a Board.

3. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the Company's *Policy Regarding Qualifications of Directors*. Each nominee will be considered both on his or her individual merits and in relation to existing or other potential members of the Board, with a view to establishing a well-rounded, diverse, knowledgeable, and experienced Board.
4. Consider bona fide candidates recommended by shareholders for nomination for election to the Board in accordance with the Committee's *Procedures for Security Holders Submitting Nominating Recommendations*. The Committee will consider such candidates in accordance with the policies set forth in the Committee's *Policy on Security Holder Recommendation of Candidates for Election as Directors*.
5. Administer the annual Board of Directors performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
6. Evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board committees and the proposed slate of directors for election to the Board.
7. Evaluate and recommend termination of membership of individual directors in accordance with the Board of Directors' governance principles, for cause or for other appropriate reasons.
8. Review and maintain oversight of matters relating to the independence of Board and committee members, keeping in mind the independence standards of the Sarbanes-Oxley Act of 2002 and the rules of The NASDAQ Stock Market LLC.
9. Annually review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
10. Oversee and assess the effectiveness of the relationship between the Board and members of the Company's management.
11. Review, evaluate and approve, as appropriate, any transaction, relationship or other circumstance or situation involving a member of the Board or an executive officer of the Company which presents a potential or actual conflict of the personal interests of the Board member or executive officer with the interests of the Company.
12. Form and delegate authority to subcommittees when appropriate.

13. Make regular reports to the Board concerning its activities.
14. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
15. Annually evaluate the Committee's own performance.
16. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.

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