

CHAMPIONS BIOTECHNOLOGY, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Board of Directors (the “**Board**”) of Champions Biotechnology, Inc. (the “**Company**”) has constituted and established a Nominating and Corporate Governance Committee (the “**Committee**”) with authority, responsibility, and specified duties as described in this Nominating and Corporate Governance Committee Charter. The Committee is responsible for developing and implementing policies and procedures that are intended to assure that the Board of Directors will be appropriately constituted and organized to meet its fiduciary obligations to the Company and the shareholders on an ongoing basis.

ORGANIZATION

Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (i) be replaced by the Board; (ii) resign from the Committee; or (iii) resign from the Board.

The Committee shall have at least three (3) members and shall be comprised solely of independent directors (except as otherwise permitted by applicable law, rule or regulation). As used in this Charter, “independent director” shall be as defined from time to time by NASDAQ.

The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.

RESPONSIBILITIES

The Committee shall:

- Make recommendations to the Board regarding matters and practices concerning the Board, its committees and individual directors.
- Evaluate the current composition and governance structure of the Board of Directors and determine its future requirements.
- Make recommendations concerning the qualifications, compensation and retirement age of Directors.
- Recommend nominees for election to the Board of Directors, and establish and administer a Board evaluation process.

- Make recommendations to the Board of Directors about the appointment of Directors to Board Committees and the selection of Chairperson of the Board Committees.
- Review timely nominations by shareholders for the election of directors and ensure that such shareholders are advised of any action taken by the Board with respect thereto.

REPORTING

As and when appropriate, the Committee will prepare and, through its Chairperson, submit periodic reports of the Committee's work and findings to the Board. Such reports will contain recommendations for Board actions when appropriate.

MANAGEMENT SUPPORT

To assist the Committee in fulfilling its duties, management will provide the Committee with information and recommendations as needed and requested. The Committee shall be authorized to engage legal counsel and consultants at its discretion, as and when if it deems such actions to be necessary or advisable.