

# **SUNSHINE BIOPHARMA, INC.**

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

### **(NCGCC)**

#### **Purpose**

The purpose of the Corporate Governance Committee, hereinafter referred to as the “Nominating and Corporate Governance Committee” of the Board of Directors, hereinafter referred to as the “Board” of Sunshine Biopharma, Inc., a Colorado corporation, hereinafter referred to as the “Company” shall be to develop and recommend to the Board a set of corporate governance principles applicable to the Company, to advise the Board with respect to committees and applicable procedures, be to identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board and to advise the Board with respect to the Board composition and to oversee the evaluation of the Board and the Board committees.

#### **Section 1.**

##### **Committee Membership**

- i. The Nominating and Governance Committee shall consist of no fewer than three members. Prior to and immediately following the listing of the Company’s common stock on Nasdaq and in order to maintain listing standards, all of the members shall meet the independence requirements of the Marketplace Rules.
- ii. The chairperson of the Governance Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Governance Committee, by a majority vote, may designate a chairperson.
- iii. Any vacancy on the Governance Committee shall be filled by majority vote of the Board. No member of the Governance Committee shall be removed except by majority vote of the Board.

## **Section 2**

### **Meetings of the Committee**

- i. The Nominating and Governance Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.
- ii. A majority of the members of the Governance Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.
- iii. The Nominating and Governance Committee may form subcommittees for any purpose that the Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Governance Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Nominating and Governance Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Nominating and Governance Committee as a whole.
- iv. The Nominating and Governance Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

## **Section 3**

### **Committee Authority and Responsibilities**

- i. To make recommendations on the frequency and structure of Board meetings.
- ii. Make recommendations concerning any other aspect of the procedures of the Board the Nominating and Governance Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
- iii. Monitor the functioning of committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

- iv. To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersons, and to report any recommendations to the Board.
- v. To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Nominating and Governance Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
- vi. Develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations, and listing standards. At a minimum the corporate governance principles developed and recommended by the Nominating and Governance Committee shall address the following:
  - (a) Director qualification standards.
  - (b) Director responsibilities.
  - (c) Director access to management and, as necessary and appropriate, independent advisors.
  - (d) Director orientation and continuing education.
  - (e) Management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer.
  - (f) Annual performance evaluation of the Board.
- vii. Review periodically, and at least annually, the corporate governance principles adopted by the Board, including the Company's Code of Business Ethics and Conduct and the Company's Corporate Governance Guidelines to assure that they are appropriate for the Company and comply with the requirements of the NASDAQ, and to recommend any desirable changes to the Board.
- viii. To consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations to the Board.
- ix. Oversee the evaluation of the Board as a whole and the self-evaluation of each Board committee by such committee. The Governance Committee shall establish procedures to allow it to exercise this oversight function.
- x. Review the size and composition of the Board and its committees.

- xi. Recommend actions to increase the effectiveness of the Company's Board.
- xii. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others.
- xiii. The Committee may, if it deems appropriate, establish (a) a policy with regard to the consideration of any director candidates recommended by stockholders and/or (b) procedures to be followed by stockholders in submitting recommendations for Board candidates.
- xiv. Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.
- xv. Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.
- xvi. Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.
- xvii. Review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by NASDAQ.
- xviii. Review periodically the size of the Board and to recommend to the Board any appropriate changes.
- xix. Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.



## **Section 4**

### **1.0 Evaluation of the Committee**

- i. The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate.
- ii. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
- iii. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **Section 5**

### **2.0 Investigations and studies; outside advisers**

- i. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.
- ii. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.