

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

BRADMER PHARMACEUTICALS INC.

The Corporate Governance and Nominating Committee (the “Corporate Governance and Nominating Committee”) is a committee of the board of directors (the “Board”) of Bradmer Pharmaceuticals Inc. (the “Corporation”) which assists the Board in developing the Corporation's approach to corporate governance issues, proposing new Board nominees and assessing the effectiveness of the Board and its committees.

I. COMPOSITION AND QUORUM

The Corporate Governance and Nominating Committee is composed of a minimum of three and a maximum of five members, each of whom qualifies as an independent director, as determined by the Board.

The quorum at any meeting of the Corporate Governance and Nominating Committee is a majority of its members.

II. RESPONSIBILITIES

The Corporate Governance and Nominating Committee has the following responsibilities:

With respect to Board composition, succession planning and directors' compensation

- (1) Monitoring the size and composition of the Board to ensure effective decision-making.
- (2) Developing and reviewing criteria for selecting directors by regularly assessing the qualifications, personal qualities, business background and diversified experience of the Board and the Corporation's needs.
- (3) Identifying candidates qualified to become Board members and recommending nominees for election at the next annual meeting of shareholders.
- (4) Assisting the Board in determining board committee membership.
- (5) Making recommendations to the Board on directors' compensation.
- (6) Reviewing and monitoring the organization and conduct of Board and committee meetings.
- (7) Reviewing periodically the mandates of the Board and its committees.
- (8) Developing and monitoring appropriate processes for the periodical performance assessment of the Board and its committees.

With respect to corporate governance matters

- (1) Developing for approval by the Board, monitoring and overseeing the disclosure of appropriate corporate governance structures and procedures, including the identification of decisions requiring approval of the Board and, where appropriate, measures for receiving feedback from shareholders.
- (2) Developing for approval by the Board, monitoring and overseeing the disclosure of a Code of Ethics applicable to the corporation's directors, officers and employees.
- (3) Reviewing the annual statement of corporate governance practices for inclusion in the Corporation's Management Proxy Circular or Annual Information Form, in accordance with applicable rules and regulations.
- (4) Developing and reviewing orientation and continuing education programs for directors.

III. METHOD OF OPERATION

- (1) Members of the Corporate Governance and Nominating Committee are appointed and removed by the Board.
- (2) Meetings of the Corporate Governance and Nominating Committee are held at least quarterly and as required.
- (3) The chair of the Corporate Governance and Nominating Committee develops the agenda for each meeting of the Corporate Governance and Nominating Committee in consultation with the Board chair. The agenda and the appropriate material are provide to members of the Corporate Governance and Nominating Committee on a timely basis prior to any meeting of the Corporate Governance and Nominating Committee.
- (4) The chair of the Corporate Governance and Nominating Committee reports regularly to the Board on the business of the Corporate Governance and Nominating Committee.
- (5) The Corporate Governance and Nominating Committee may, in appropriate circumstances, engage external advisers and set and pay their compensation, subject to advising the Board chair thereof.
- (6) The Corporate Governance and Nominating Committee annually reviews its mandate and reports to the Board on its adequacy.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Corporate Governance and Nominating Committee.