

COHBAR, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose

The primary objective of the Governance and Nominating Committee (the “*Committee*”) of Cohbar, Inc. (the “*Company*”) is to assist the board of directors (the “*Board*”) in fulfilling its oversight responsibilities by (a) identifying potential qualified nominees for director and nominate candidates for the Board, (b) developing the Company’s corporate governance guidelines and additional corporate governance policies, (c) exercising such other powers and authority as are set forth this Charter and (d) exercising such other powers and authority as shall from time to time be assigned to the Committee by resolution of the Board.

II. Organization

Members of the Committee shall be directors currently serving on the Board. The Committee shall be composed of two (2) or more directors, each of whom shall be independent as determined by reference to applicable rules of the NASDAQ Stock Market (except as may be permitted under NASDAQ Listing Rule 5605(e)). Members of the Committee shall satisfy the laws governing the Company and the independence requirements of applicable securities law, stock exchange and any other regulatory requirements.

The members of the Committee shall be appointed by the Board. All members shall have a working familiarity with corporate governance practices.

The Committee may form and delegate authority to subcommittees when it determines that the same is necessary or appropriate.

III. Meetings

The Board shall designate a member of the Committee as the chairperson (the “*Chair*”). The Committee shall typically meet two (2) times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Examine the size and composition of the Board and recommend adjustments from time to time to ensure that the Board is of a size and composition that facilitates effective decision making.
2. Identify and assess the necessary and desirable competencies and characteristics for Board membership and regularly assess the extent to which those competencies and characteristics are represented on the Board.
3. Develop and implement processes to identify and assess necessary and desirable competencies and characteristics for Board members.
4. Identify individuals qualified to become members of the Board. Interview and recruit prospective directors as necessary.
5. Present a list of recommended individuals for nomination for election to the Board to be used at the annual meeting of stockholders.
6. Make recommendations to the Board with respect to membership on committees of the Board (other than the Committee).
7. Make recommendations to the Board with respect to potential successors to the chief executive officer.
8. Ensure that Board has appropriate structures and procedures so that the Board can function with the proper degree of independence from management.
9. Provide a forum without management present to receive expressions of concern, including a concern regarding the independence of the Board from management.
10. Regularly review the time required from non-employee directors to perform their functions and assess whether they are satisfying those time requirements.
11. Establish induction and orientation programs for new directors.
12. Develop and maintain continuing education programs for directors.
13. Ensure succession plans are in place to maintain an appropriate balance of skills on the board and periodically review those plans.
14. Recommend the removal of directors for cause.

15. Receive comments from all directors as to the Board's performance; oversee the execution of a process assessing the effectiveness of the Board as a whole, the Board committees, and the contribution of individual directors, and report annually to the Board on such assessments.
16. Prepare and recommend to the Board the corporate governance policies and procedures for the Company. Review practices and procedures of the Board in light of ongoing developments in securities law, stock exchanges and regulatory requirements, and industry best practices, relating to matters of corporate governance. Review and reassess the adequacy of the Company's corporate governance policies, practices and procedures annually and recommend to the Board any changes deemed appropriate by the Committee.
17. Review any proposed changes to the Company's governing documents as such documents relate to corporate governance matters.
18. Ensure systems are in place to verify compliance with regulatory, corporate governance and disclosure requirements.
19. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
20. Fulfill the Committee's role in assisting the Board in dealing with conflict of interest issues as contemplated by the Company's Code of Ethics and Business Conduct.
21. At the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Corporation.
22. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual form 10-K, as applicable.
23. Perform any other activities consistent with this Charter, the Company's governing documents and governing law as the Committee or the Board deems appropriate.
24. Review the performance of the Committee annually.
25. Report regularly to the Board.

V. Appointing new directors

In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider (i) the independence of each nominee; (ii) the experience and background of each nominee; (iii) maintaining a balance of skills for the Board and its committees to meet their respective mandates; (iv) the past performance of directors being

considered for re-election; (v) applicable regulatory requirements; and (vi) such other criteria as may be established by the Board or the Committee from time to time.

Each nominee will be considered on the basis of merit and suitably extensive inquiries to find candidates should be made, including:

- (a) regularly assessing and identifying the necessary and desirable skills, experience and knowledge required for Board service;
- (b) regularly assessing and identifying the skills, experience and knowledge currently represented on the Board and those desired;
- (c) regularly assessing and determining the time commitment needed from each director to adequately perform his or her duties;
- (d) making suitable inquiries of others (which may include professional executive search and recruitment consultants) for candidates;
- (e) interviewing each candidate and conducting background and reference checks; and
- (f) ensuring that each candidate has the necessary skills, experience and knowledge to perform his or her duties and responsibilities as a director and is able to devote the time necessary to perform those duties and responsibilities.

VI. Resources

The Committee shall have ability to engage external advisors as it sees fit, including (i) the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee; and (ii) the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.