

NEUBASE THERAPEUTICS, INC.

DIRECTOR NOMINEES CONSIDERATION POLICY

It is the policy of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of NEUBASE THERAPEUTICS, INC. (the “*Company*”) to consider director candidates for the Board suggested by Committee members, other directors, members of management and the Company’s advisors. The Committee also will consider director candidates recommended by securityholders of the Company, as set forth in the Company’s Policy Regarding Securityholder Recommendations of Director Nominees, and will evaluate those candidates provided that any securityholder submitting a recommendation follows the procedures established by such policy. The Committee may, in the future, also retain a third-party search firm to identify candidates on terms and conditions acceptable to the Committee in its sole discretion (and approve such search firm’s fees and other retention terms). The Committee intends to evaluate all eligible nominees for director under the same approach whether they are recommended by members of the Committee, other directors, members of management, advisors, third-party search firms or securityholders.

If the Committee identifies a need to replace a current member of the Board, to fill a vacancy on the Board or to expand the size of the Board, the process to be followed by the Committee to identify and evaluate candidates may include: (1) consideration of those individuals recommended as candidates for Board membership, including those recommended by securityholders, (2) meetings to evaluate biographical information and background material relating to the candidates, and (3) interviews of selected candidates by members of the Committee. Interviews of selected candidates may be in person or by telephone or other electronic means.

In reviewing potential candidates for director nomination, the Committee may consider the director’s qualifications, diversity, age, skills and such other factors as it deems appropriate given the current needs of the Board, the Board committees and the Company, to maintain a balance of knowledge, experience, diversity and capability in various areas. In the case of incumbent directors whose terms of office are set to expire, the Committee may review each such director’s overall service to the Board, the Board committees and the Company during his or her term, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair such director’s independence, and the director’s contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders. The Committee also will consider and assess the independence of director candidates and incumbent directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by The Nasdaq Stock Market LLC (“*Nasdaq*”).

The Board does not prescribe any minimum qualifications for director candidates. The Committee may consider a potential director candidate’s integrity, experience, judgment, commitment, skills, diversity, age, gender, race, background, place of residence, areas of expertise, experience serving as a board member or executive officer of other companies, relevant academic expertise and other factors relative to the overall composition of the Board and Board committees, including the following characteristics and factors:

- the highest ethical standards and integrity and a strong personal reputation;

- a background that demonstrates experience and achievement in business, finance, therapeutics, drug development, healthcare, regulatory, governance or other matters relevant to the Company's business and activities;
- a sound understanding of business strategy, corporate governance and the operations and role of the Board;
- a willingness to act on and be accountable for Board and, as applicable, Board committee decisions;
- a willingness to act in the best interests of the Company and its stockholders;
- a willingness to assist and support the Company's management;
- an ability to provide reasoned, informed and thoughtful counsel to management on a range of issues affecting the Company and its stockholders;
- an ability to work effectively and collegially with other individuals;
- loyalty and commitment to driving the Company's success and increasing long-term value for the Company's stockholders;
- no material personal, financial, professional or familial interest in any present or potential competitor of the Company;
- sufficient time to devote to Board and, as applicable, Board committee membership and matters; and
- meeting the independence requirements imposed by Nasdaq and the Securities and Exchange Commission with respect to board of directors and board committee service.

The Committee does not assign any particular weighting or priority to any of these characteristics or factors. The Committee retains the right to modify these criteria from time to time.

Nominees to the Board will not be discriminated against on the basis of race, gender, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.

Following its evaluation of a proposed director's candidacy, which may include soliciting feedback from the Company's directors, members of management and advisors and conducting one or more interviews of the proposed director, the Committee will make a recommendation whether the Board should nominate the proposed director candidate for election by the Company's stockholders.

This Policy will be subject to the periodic review of the Committee. The Committee will be responsible for the review of the compliance procedures in place to implement this Policy. The Company anticipates that modifications to this Policy will be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Company reserves the right to amend, supplement or discontinue this Policy and the matters addressed herein, without prior notice, at any time.

Adopted on September 19, 2019

Effective on September 19, 2019