

ACTINIUM PHARMACEUTICALS, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Actinium Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”) will primarily be to monitor a process to assess Board effectiveness and develop and implement the Company’s corporate governance procedures and policies.

II. Composition

(a) The Committee shall be comprised of at least three directors each of whom (i) is “independent” under the rules of the NYSE MKT (the “**NYSE MKT**”) and the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder, (ii) does not accept any consulting fee, advisory or other compensatory fee from the Company other than in his or her capacity as a Member of the Board, and (iii) is not an “affiliate” of the Company or any subsidiary of the Company, as such term is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Members of the Committee shall be appointed by the Board upon the recommendation of a majority of the independent directors and may be removed by the Board in its discretion.

(b) The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

III. Meetings

(a) The Committee will meet no less than two times a year. Special meetings may be convened as required. The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall keep minutes of each of its meetings and conference calls and report its actions and any recommendations to the Board after each of the Committee’s meeting.

(b) Full Committee meetings will be governed by the quorum and other procedures generally applicable to meetings of the Board under the Company’s bylaws, unless otherwise stated in the bylaws or by resolution of the Board or the Committee.

IV. Duties and Responsibilities

The Committee has the following duties and responsibilities: (a) Overseeing the evaluation of management’s performance and the Board’s and Board committees’ performance, including conducting an annual self-evaluation of the Committee; (b) Developing and recommending to the Board any adoption of or revision to the Company’s corporate governance policies or procedures; (c) to the extent the Committee deems necessary or appropriate, obtain advice and assistance from any internal or external legal, accounting or other advisors in connection with the performance of its duties and responsibilities; (d) Endeavoring to evaluate at least annually whether any change to this Charter is necessary or appropriate; and (e) Performing any other activity consistent with this Charter references; and the Company’s bylaws or as required under the rules and regulations of the Securities and Exchange Commission and NYSE MKT, as in effect from time to time, pertaining to the administration of corporate governance by the Board.