

QSAM BIOSCIENCES, INC.

CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The purpose of the Nominating and Corporate Governance Committee is to carry out the responsibilities delegated by the board of directors relating to the Company's director nominations process, developing and maintaining the Company's corporate governance policies and any related matters required by the federal securities laws.

II. Composition and Meetings

Composition

The Nominating and Corporate Governance Committee (the "Committee") of the board of directors (the "Board") of QSAM Biosciences, Inc. (the "Company") shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market LLC ("Nasdaq") and Securities and Exchange Commission rules and regulations.

Appointment and Removal

The members of the Committee shall be appointed by the Board. The member of the Committee shall serve for such a term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause, by a majority vote of the Board. The Board shall designate a member of the Committee as the chairperson.

Meetings

The Committee shall meet as necessary at such times and places as it deems necessary to fulfill its responsibilities. 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.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To recommend to the Board of Directors qualified nominees for election to the Board, including nominees for election at the annual meetings of shareholders and to fill vacancies on the Board that may arise from time to time. The Committee is responsible for identifying and screening individuals qualified to become members of the Board.
2. In evaluating a candidate for recommendation as a director nominee, the Committee will consider such matters as it deems appropriate, including the candidate's personal and professional integrity, business judgment, relevant experience and skills, and potential to be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders. When considering an existing director for nomination for re-election to the Board, the Committee will also consider the Board and committee attendance and performance and length of service. Candidates may be interviewed by the Committee where it deems it appropriate.
3. To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Bylaws and described in the Company's proxy statement.
4. To make recommendations to the Board concerning the composition, functions, leadership and duties of the committees of the Board (including this Committee), and the leadership of executive sessions of the Board.
5. To review any director resignation letter tendered in accordance with the Company's director resignation policy, if any, and evaluating and recommending to the Board whether such resignation should be accepted.
6. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with the guidelines.
7. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
8. To develop and recommend to the Board for approval director independence standards in addition to those required by Nasdaq or standards for determining whether a director has a relationship with the Company that would impair its independence.
9. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and

to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.

10. To delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.
11. To conduct an annual evaluation of the performance of its duties under this Charter and present the results of the evaluation to the Board.
12. To review this Charter at least annually and recommends any proposed changes to the Board for approval.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

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