

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
CANCER GENETICS, INC.

Purpose

The primary purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Cancer Genetics, Inc. (the "**Company**") is to exercise general oversight with respect to the governance of the Board by (i) identifying, reviewing the qualifications of, and recommending to the Board, proposed nominees for election to the Board, consistent with criteria approved by the Board, (ii) selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders, and (iii) overseeing the annual evaluation of the Board and management.

Membership

The Committee shall be comprised of at least three members of the Board, the precise number to be determined from time to time by the Board. All Committee members will be directors. Members of the Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee.

Upon completion of the Company's initial public offering, members shall satisfy the NASDAQ Stock Market ("NASDAQ") independence standards set forth in Section 5605(a)(2) of the NASDAQ Listing Rules in accordance with the following "phase in" schedule: at least one member shall satisfy such standards on or before the date that the Company completes its initial public offering, at least a majority of the members of the Committee shall satisfy such standards on or before the ninetieth day after the Company completes its initial public offering and all members of the Committee shall satisfy such standards on or before one year after the Company completes its initial public offering.

Committee Responsibilities and Powers

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. Make recommendations to the full Board regarding the size of the Board, the composition of the Board, the process for filling vacancies on the Board and the tenure of Board members.
2. Make recommendations to the Board regarding the criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a director nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and

- periodically reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
3. Establish procedures to be followed by stockholders in submitting recommendations for director candidates.
 4. Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by other board members, executive officers or stockholders.
 5. Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election to the Board, the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.
 6. The Committee shall have sole authority to retain any search firm or other advisory firm to be used to identify director candidates, including the sole authority to approve the fees and other retention terms of such firms.
 7. The Committee shall review any stockholder proposals and proposed responses.
 8. The Committee shall periodically review the adequacy of this charter and recommend any proposed changes to the Board for approval.
 9. The Committee shall periodically conduct and present to the Board a performance evaluation of the Committee.
 10. The Committee shall oversee the annual evaluation of the Board and its committees.

Committee Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson.

The Committee shall meet in person or telephonically at such times and places as shall be determined by the Committee chairperson. The chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall maintain minutes containing a summary of the actions taken at each Committee meeting and shall make regular reports to the Board with respect to actions taken by the Committee and areas of the Committee's responsibilities.

Adopted: May 11, 2012

The Committee shall have the authority to delegate matters to subcommittees of the Committee, subject to all laws and regulations applicable to the Committee (including without limitation regulations of the SEC and NASDAQ).

Adopted: May 11, 2012