

EXACT SCIENCES CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The primary purposes of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Exact Sciences Corporation (the “Company”) are to (1) recommend to the Board persons to serve as members of the Board, (2) to assist the Board in evaluating the performance of the Board and (3) to review and make recommendations to the Board on corporate governance matters.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Composition

The members of the Committee and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be comprised of at least two independent members of the Board who meet the independence requirements of the Securities and Exchange Commission and the Nasdaq Stock Market. At any time that the Company does not have an independent chairman of the board, the chairperson of the Committee shall also serve as the Company’s Lead Independent Director with the duties set forth on Exhibit A attached hereto.

Authority and Responsibilities

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. The responsibilities of the Committee shall include:

1. Identify the skill set which should be present in the Board and identify gaps between the current and desired skill set.
2. Develop a Board recruitment strategy and oversee search activity, including interviewing candidates.
3. Recommend to the Board:
 - the persons to be nominated by the Board for election to the Board by stockholders at each annual meeting of stockholders and
 - the persons to be elected to any vacancy on the Board which shall occur for any reason.
4. Consider the recommendation of candidates to fill the Board submitted from the stockholders of the Company in accordance with the Company’s procedures for recommendation of nominees by stockholders.
5. Recommend appointments to committees of the Board and chairpersons for such committees.

6. Review the appropriateness of Board committees and the need for additional committees.
7. Review from time to time the size and composition of the Board and recommend any changes it deems advisable.
8. Annually review the status of each member of the Board as independent or not independent and submit a report on the subject to the Board.
9. Facilitate an annual assessment by Board members of the performance of the Board.
10. Recommend a CEO succession plan to the Board.
11. Review and assess corporate governance guidelines for the Company, including the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, and recommend any proposed changes to the Board for approval.
12. Be available to the Board and members of the Company's senior management team to consult with and to resolve reported violations or instances of non-compliance with the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics.
13. Exercise authority to hire and terminate any consultant to be used to help the Committee carry out its responsibilities.
14. Monitor the orientation and training needs of directors and recommend action to the Board and management where appropriate.
15. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
16. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than once annually. As it deems appropriate, the Committee will meet with and receive reports from members of the Company's management team.

External Advisors; Delegation

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Company's expense to review any matter under its responsibility. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

Evaluation and Charter Review

The performance of the Committee shall be evaluated annually by the Committee. The Committee shall review the adequacy of this Charter annually or at such other intervals as the Committee determines.

Adopted Effective October 14, 2009

Exhibit A

POSITION DESCRIPTION

LEAD INDEPENDENT DIRECTOR

The Lead Independent Director is responsible for coordinating the activities of the Board's independent directors. Specific responsibilities are as follows:

1. Counsel the CEO on issues of interest/concern to the independent directors;
2. Coordinate, develop the agenda for and chair executive sessions of the Board's independent directors; act as principal liaison between the independent directors and the CEO on sensitive issues;
3. Lead the Committee's annual CEO review process and meet with the CEO to discuss the evaluation;
4. Review recommendations for retention of consultants who report directly to the Board;
5. Provide the Board's chairperson with input as to the preparation of the agenda for Board meetings; and
6. Advise the Board's chairperson as to the quantity, quality and timeliness of the flow of information from management to the independent directors.