

**VIA PHARMACEUTICALS, INC.  
NOMINATING AND GOVERNANCE  
COMMITTEE CHARTER**

This Nominating and Governance Committee Charter was adopted by the Board of Directors (the “**Board**”) of VIA Pharmaceuticals, Inc. (the “**Company**”) on June 5, 2007, and amended on April 15, 2009.

**I. Purpose**

The Nominating and Governance Committee (the “**Committee**”) is appointed by the Board (1) to assist the Board in identifying individuals qualified to become Board members; (2) to assist the Board in the selection of nominees for election as directors at the Company’s annual meeting of the stockholders; (3) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; (4) to establish policies and procedures regarding the consideration of director nominations from stockholders; (5) to recommend to the Board director nominees for each Board committee; (6) to review and make recommendations to the Board concerning Board committee structure, operations and Board reporting; (7) to evaluate Board and management performance; and (8) to oversee compliance with the Company’s Code of Business Conduct and Ethics (the “**Code of Ethics**”) other than with respect to financial and accounting related matters.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Committee Membership**

The Committee shall consist of two or more members of the Board, each of whom shall meet the independence requirements of the Nasdaq Stock Market. The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

### **III. Authority and Responsibilities**

1. The Committee shall seek individuals qualified to become Board members for recommendation to the Board. As part of this responsibility, the Committee shall be responsible for conducting inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee.
2. At an appropriate time prior to each annual meeting of the stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee has found to be well qualified and willing and available to serve. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.
3. The Committee shall establish policies and procedures regarding the consideration of director nominations from stockholders.
4. At an appropriate time after a vacancy arises on the Board or on any of the Company's committees, or a director advises the Board of his or her intention to resign, the Committee shall make recommendations to the Board concerning the filling of such vacancy.
5. The Committee shall, at least annually, review and reassess the adequacy of the Company's Corporate Governance Principles and recommend any proposed changes to the Board for approval.
6. The Committee shall, at least annually, review and make recommendations to the Board concerning the structure, operations and reporting procedures of the various committees of the Board. The Committee shall also make recommendations to the Board regarding director membership on each of the committees.
7. The Committee shall oversee implementation of and monitor compliance with the Company's Code of Ethics other than with respect to financial and accounting related matters.
8. The Committee shall, at least annually, oversee the evaluation of the performance of the Board and management, report such evaluation to the Board and make appropriate recommendations to improve performance.
9. The Committee shall have the authority to hire consultants, and to request management to perform studies and furnish other information, to obtain advise from external legal, accounting or other advisors, and to make such recommendations to the Board based thereon as the Committee deems appropriate. The Committee shall have the sole authority to retain and terminate any search firm to be used in connection with

identifying director candidates, including the authority to approve the search firm's fees and other retention terms.

10. The Committee shall report to the Board from time to time on actions taken and matters reviewed by the Committee.

11. The Committee shall annually review its own performance, including its effectiveness and compliance with this Charter.

12. The Committee shall annually review and assess the adequacy of this Charter and recommend to the Board any changes it considers necessary or advisable.

#### **IV. Meetings**

Each year the Chair of the Committee shall establish a schedule of meetings for the Committee. Additional meetings of the Committee may be called by the Chairman of the Board or by the Chair of the Committee upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. The Chairman of the Committee shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum; provided however, that if the Committee consists of only two members all members must be present. A majority of the members present shall decide any question brought before the Committee except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time); provided however, that if the Committee consists of only two members, all decisions of the Committee must be unanimous. The Committee may act by written consent to the extent permitted by and in accordance with the bylaws of the Company (as in effect from time to time).