

VIA PHARMACEUTICALS, INC. CORPORATE GOVERNANCE PRINCIPLES

The Board of Directors (the “**Board**”) of VIA Pharmaceuticals, Inc. (the “**Company**”) has adopted the following Corporate Governance Principles (the “**Principles**”), which, along with the charters and key practices of the Board committees, provide the framework for the governance of the Company. These Principles acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Principles are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

1. Role of Board and Management

The Company’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (“**CEO**”) and the oversight of the Board, to enhance the long-term value of the company for its stockholders. The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served.

2. Functions of Board

The Board has regularly scheduled meetings during the year (at least four normally scheduled meetings) at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to attend all scheduled Board and relevant committee meetings. In addition to its general oversight of management, the Board also performs a number of specific functions (directly and through committees), including:

- (a) selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
- (b) providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- (c) reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- (d) assessing major risks facing the Company and reviewing options for the mitigation of such risk factors; and
- (e) establishing that processes are in place for maintaining the integrity of the Company, the integrity of the financial statements, the integrity of compliance with law and ethics and the integrity of relationships with customers, suppliers, and other stockholders.

3. Qualifications

Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. The Board endeavors to have a Board representing diverse experience in business and in other areas that may be relevant to the Company's activities.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Directors should offer their resignation if in their reasonable judgment any significant change in their personal circumstances makes them unable to devote sufficient time to their responsibilities as a Board member.

The Board does not believe that arbitrary term limits on a director's service or mandatory retirement age are appropriate, nor does it believe that directors should expect to be renominated annually until they resign or are removed. Similarly, the Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such (or other) activities, except with respect to members serving on the Audit Committee, as described below. However, each director should notify the Nominating and Governance Committee of any change in such director's professional roles and responsibilities (including service on other boards and/or committees) which such director deems material, in his or her reasonable judgment, and the Nominating and Governance Committee will evaluate whether such change will have a materially negative impact on the Company.

Due to the demanding nature of service on the Audit Committee, a member of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on the Audit Committee, unless the Board determines that such service would not impair the ability of such member to effectively serve on the Audit Committee.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

4. Independence of Directors

The Board will be comprised of a majority of directors who qualify as independent directors (the "**Independent Directors**") under the listing standards of the Nasdaq Stock Market (the "**Nasdaq**"); provided, that if the Company fails to comply with these listing standards due to one vacancy, or one director ceases to be independent due to circumstances beyond their reasonable control, the Company shall regain compliance with the listing standards by the earlier of the Company's next annual stockholders meeting or one year from the occurrence of the event that caused the failure to comply with the listing standards; provided further, that if the Company's annual stockholders meeting occurs no later than 180 days following the event that caused the failure to comply with these listing standards, the Company shall instead have 180

days from such event. Directors who do not meet the Nasdaq's independence standards also make valuable contributions to the Board and to the Company by reason of their experience and knowledge, and the Board expects that some minority of its Board will not meet the Nasdaq's independence standards. No more than two (2) management executives who are employed by the Company or who were employed by the Company in the previous three (3) years may serve on the Board at the same time.

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) in order to determine the independence of such director under the Nasdaq listing standards.

In accordance with the Sarbanes-Oxley Act, the Company will not make any personal loans or extensions of credit to directors or executive officers.

5. Size of Board and Selection/Removal Process

Pursuant to the amended and restated bylaws of the Company (the "Bylaws"), the number of directors shall be fixed from time to time by the Board, but in no event will be less than one (1). The entire Board will stand for election by the stockholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee will be responsible for identifying, screening and recommending candidates to the entire Board for Board membership and for establishing policies and procedures regarding the consideration of director nominations from stockholders.

6. Committees

The Board has established the following three (3) committees to assist the Board in discharging its responsibilities: (1) Audit, (2) Compensation and (3) Nominating and Governance. From time to time, the Board may form a new committee, disband, or re-constitute a current committee, depending upon the circumstances (including applicable laws and the rules and regulations of the Nasdaq). Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

7. Independence of Committee Members

Each of member of the Audit Committee, Compensation Committee and Nominating and Governance Committee shall be composed entirely of Independent Directors. In addition, each member of the Audit Committee must satisfy the independence and expertise requirements of the Nasdaq and the Sarbanes-Oxley Act.

8. Meetings of Non-Management Directors and Independent Directors

The Board will have, in addition to the scheduled Board meetings, two regularly scheduled meetings a year for the non-management directors and at least one regularly scheduled

meeting for the Independent Directors, in each case without management present. The committee chair of the Nominating and Governance Committee (or his designee on such Committee) will preside at such meetings. Such meetings may take place in conjunction with other meetings of the full Board. The non-management directors and/or the Independent Directors may meet without management present at such other times as determined by the chair of the Nominating and Governance Committee.

9. Communications with the Board

A means for stockholders, employees or other interested parties to contact the Board will be published in the Company's annual proxy statement or the Company's annual report on Form 10-K, as applicable, or on the Company's website.

10. Self-Evaluation

The Board and each of the committees will perform an annual self-evaluation. These evaluations will be discussed annually with the Board.

11. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-management directors and Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

12. Setting Board and Committee Agendas

The Chairman of the Board or committee chair, as appropriate, shall determine the agenda for each scheduled Board or committee meeting. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman or appropriate committee chair at any time.

13. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

14. Ethics and Conflicts of Interest

The Board expects its directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Code of Business Conduct and Ethics (the "**Code**"). Any waivers (including any implicit waivers) of the provisions in the Code for executive officers or directors may be made only by the Board. Any waiver for an executive officer or a director will be promptly disclosed to stockholders as required by law and the rules of the Nasdaq. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman of the Board. The Audit Committee shall resolve any conflict of interest question involving the CEO and the CEO shall resolve any conflict of interest issue involving any other officer of the Company.

15. Compensation of Board

The Compensation Committee shall have the responsibility for recommending to the Board compensation and benefits for non-management directors. Directors who are employees of the Company shall receive no additional compensation for serving as Directors. In discharging this duty, the Compensation Committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of the Company's size and scope; compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. At the end of each year, the Compensation Committee shall review non-employee director compensation and benefits. Director fees, which may be in the form of cash or stock compensation, are the sole compensation that members of the Audit Committee may receive from the Company.

16. Succession Plan

The Board shall discuss succession plans for the CEO, including succession plans in emergency situations.

17. Annual Compensation Review of Senior Management

The Compensation Committee shall annually review and approve corporate goals and objectives relating to the compensation of the Chief Executive Officer, principal financial officer and other executive officers who are likely to be named executive officers in the Company's proxy (the "**NEOs**"), evaluate the performance of each such individual in light of these goals and objectives and establish the compensation of the NEOs based on such evaluation, subject to any applicable employment agreements. The Compensation Committee shall annually review and approve the compensation of non-CEO executive officers as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended, and such other officers as the Committee may determine from time to time. Such Committee shall evaluate the performance of the Company's executive officers before approving their salary, bonus and other incentive and equity compensation.

18. Access to Senior Management

Directors shall have access to senior management of the Company. Directors shall use

reasonable efforts to coordinate such access through the CEO to the extent consistent with good corporate governance practices.

19. Access to Independent Advisors

The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

20. Director Orientation

The Chairman of the Board shall be responsible for providing an orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.