

**DOR BIOPHARMA, INC.  
NOMINATING COMMITTEE CHARTER**

**ADOPTED BY THE BOARD OF DIRECTORS  
ON NOVEMBER 10, 2005**

**I. COMPOSITION AND QUALIFICATIONS**

The Nominating Committee (the "Committee") of the Board of Directors of the Company shall be comprised of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be independent in accordance with the rules of the American Stock Exchange.

To the extent the Committee consists of at least three members, one director who is not independent under the rules of AMEX may be appointed to the Committee, subject to the following:

- the director is not a current officer or employee, or an immediate family member of a current officer or employee, of the Company;
- the Board of Directors, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Company and its stockholders;
- the Company discloses in the proxy statement for the next annual meeting of stockholders subsequent to such determination (or in its Form 10-KSB if the Company does not file a proxy statement), the nature of the relationship and the reason for that determination; and
- such person does not serve under this exception on the Committee for more than two years.

**II. APPOINTMENT AND REMOVAL**

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

**III. DUTIES AND RESPONSIBILITIES**

The duties of the Nominating Committee of the Board of Directors are as follows:

1. Make recommendations regarding the size and composition of the Board.
2. Establish and recommend to the Board criteria for the selection of new directors to serve on the Board.
3. Identify individuals qualified to become Board members, which duties shall include a review of any candidates recommended or submitted by shareholders, consistent with criteria approved by the Board.
4. Make recommendations to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders or any director nominees to be elected by the Board to fill interim director vacancies.
5. Determine the appropriate committee structure of the Board and recommend Board committee assignments and any changes to such assignments (including rotation of chairpersons as it deems desirable from time to time).
6. Oversee the evaluation of the Board members.
7. Make periodic recommendations for improving the Board's effectiveness and discuss annually with the full Board its effectiveness.
8. Report regularly to the Board of Directors.
9. The Committee shall perform a review and evaluation, at least annually, of the performance of the Board.

#### **IV. ADVISORS**

The Committee shall have the exclusive authority, at the expense of the Company, to retain any search firms to be used to identify director candidates (including authority to approve fees and other terms of engagement), and such outside counsel and other advisors as it seems appropriate in its sole discretion.