

**TENAX THERAPEUTICS, INC.
(the “Company”)**

Corporate Governance and Nominating Committee Charter

Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) appointed to assist the Board in fulfilling its responsibilities to stockholders by:

- identifying individuals qualified to become directors and recommending that the Board select the candidates for all directorships to be filled by the Board or by the stockholders;
- upon the recommendation of the Compensation Committee, determining compensation arrangements for directors serving on the Board and on committees of the Board;
- developing and recommending to the Board a set of corporate governance principles applicable to the Company; and
- otherwise taking a leadership role in shaping the corporate governance of the Company.

Composition

Number and Appointment

The Committee shall be comprised of, at a minimum, the greater of three directors or the number of directors required by the applicable listing rules. The Committee will recommend nominees to the Board for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members will be appointed by the Board and may be removed by the Board at any time.

Qualifications

All members of the Committee must be members of the Board and meet the independence requirements of the applicable listing rules of NASDAQ or any other exchange on which the Company’s securities are listed on quoted.

The Board (or such other committee of the Board as the Board may authorize) shall have sole authority and responsibility for determining whether a member or proposed member of the Committee is qualified for Committee membership, based upon appropriate representations of the individual and such other inquiries as the circumstances may warrant.

Committee Chair

The Board shall designate one member of the Committee to chair the Committee. The Chair will be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, and reporting the Committee's actions to the Board.

Meetings and Procedural Matters

Meetings

The Committee shall hold regular or special meetings as the Committee determines necessary or appropriate, but no less than annually. Attendance of persons not members of the Board shall be at the invitation of the Chair or of two or more members of the Committee. Board members that are not members of the Committee may attend Committee meetings unless the Committee is meeting in executive session at the direction of the Committee Chair or the Committee. The majority of the members of the Committee will constitute a quorum. The Committee may act at an in person or telephonic meeting only by majority vote. The Committee may also act by unanimous written consent.

Minutes

The Committee shall cause to be prepared minutes of each meeting of the Committee that reflect the date of the meeting, the members in attendance and all actions taken by the Committee at the meeting. Such minutes, together with any actions taken by unanimous written consent, shall be submitted to and maintained by the Secretary as part of the Company's permanent records and shall be disseminated to the Board.

Procedural Rules

The Committee may establish rules of procedure not inconsistent with this Charter, the Bylaws of the Company or applicable law.

Responsibilities and Authority

Generally

The Committee shall have such responsibilities and authority as are expressly set forth in this Charter or are necessary or incidental to carrying out the purpose of the Committee as stated above, together with such other responsibilities and authority as may be prescribed from time to time by the Board, by the applicable NASDAQ rules or other listing standards applicable to the Company, or by rules or regulations of the SEC or other law.

Authority to Engage Advisers

The Committee shall have the authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, and any outside counsel or other advisers to be used to assist it in other matters within the responsibility of the Committee, including authority to approve the fees payable to such advisers and any other terms of retention.

Funding

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation for search firms, (ii) compensation to any advisers employed by the Committee under its authority to engage independent counsel and other advisers as it determines necessary to carry out its duties, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In carrying out its duties, the Committee shall also:

Board Selection, Composition and Evaluation

Establish criteria for the selection of nominees for directors and the processes for identifying and evaluating nominees for directors to serve on the Board. Except as the Committee may determine otherwise, such criteria and processes shall be as follows:

- > Identify from a wide field of candidates, including women and minority candidates, individuals believed to be qualified as candidates to serve on the Board.
- > Recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting.
- > In identifying and recommending that the Board select candidates for membership on the Board, the Committee shall take into account such factors as it considers appropriate, which may include (a) ensuring that the Board, as a whole, is diverse as to race, gender, culture, thought and geography, such that the Board reflects a range of viewpoints, backgrounds, skills, experience and expertise, and consists of individuals with relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as an “audit committee financial expert,” as that term is defined by the rules of the SEC), and local or community ties; (b) minimum individual qualifications, including strength of character, mature judgment, relevant career experience, independence of thought and an ability to work collegially; (c) questions of independence, possible conflicts of interest and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders; (d) the extent to which the candidate would fill a present need on the Board; and (e) whether the candidate can make sufficient time available to perform the duties of a director.

Review and make recommendations to the full Board whether members of the Board should stand for re-election, and consider matters relating to the retirement of members of the Board, including term limits or age limits.

Oversee the process for submission of director nominations recommended by stockholders according to the procedures therefor set forth in the Company's Bylaws.

Evaluate candidates for nomination to the Board, including those recommended by stockholders, who shall be evaluated in the same manner and based on the same criteria as the Committee's own candidates.

Conduct such inquiries into the backgrounds and qualifications of possible candidates which the Committee deems appropriate.

Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the Board and individual directors.

Committee Selection, Composition and Evaluation

Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

Recommend members of the Board to serve as the Chair of the committees of the Board.

Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.

Make recommendations to the Board for the creation of additional committees or the elimination, or change in composition, of committees of the Board.

Director Compensation

Upon the recommendation of the Compensation Committee, approve the compensation of members of the Board for serving on the Board and on committees of the Board, including without limitation the grant of equity awards under the Company's stock-based compensation plans and the terms of any deferred compensation plan or program.

Corporate Governance

Periodically review the adequacy of the Certificate of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, that it adopt or propose for consideration by the stockholders as appropriate amendments to the Certificate of Incorporation and Bylaws.

Periodically review developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate, including recommending changes to the Company's Corporate Governance Guidelines.

As soon as reasonably practicable thereafter, report to the Board concerning the Committee's activities at Committee meetings and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

Review of Charter and Corporate Governance Principles

Review and reassess periodically the adequacy of this Charter as conditions dictate and recommend any proposed changes to the Board for approval.

Review and reassess the Corporate Governance Principles as conditions dictate, but at least annually, and recommend any proposed changes to the Board for approval.

Compensation

Members of the Committee shall receive such compensation for service on the Committee as may be approved from time to time by the Committee, upon recommendation of such amounts by the Compensation Committee. Members may not receive other compensation from the Company of any kind except compensation for service as a member of the Board or for service on a Board committee.