

VACCINOGEN, INC.

**AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

This Amended and Restated Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of Vaccinogen, Inc., a Maryland corporation (the “Company”), on November 25, 2014.

ARTICLE I
Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

- (1) the identification of qualified candidates for election as directors, consistent with criteria approved by the Board, and recommendation of nominees for election as directors at annual meetings of stockholders (or a special meeting of stockholders at which directors are to be elected);
- (2) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”) and the implementation and monitoring of compliance with the Corporate Governance Guidelines;
- (3) the review of matters involving the general operation of the Board, including Board size and composition and committee composition and structure;
- (4) the recommendation of directors to serve on each committee of the Board; and
- (5) the annual assessment of the Board’s performance as a whole and of individual directors and ensuring that the Company is in compliance with all applicable corporate governance and listing standards.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. 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. 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 (except as required by law), 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 of the powers 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.

ARTICLE II **Membership**

The Committee shall be composed of one or more directors, as determined by the Board, each of whom (1) satisfies the applicable laws and regulations, including those promulgated by the Securities and Exchange Commission (the "SEC"), (2) has experience, in the determination of the Board, that would be helpful in addressing the matters delegated to the Committee and (3) at all times complies with any other applicable listing requirements and rules and regulations, as modified or amended from time to time.

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. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

ARTICLE III **Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair or the Committee) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or

deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings from time to time members of the Company's management or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority to retain and terminate any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate, including any search firm to be used to identify director candidates. The Committee shall have the sole authority to approve such search firm's fees and other retention terms. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

ARTICLE IV
Duties and Responsibilities

- (1) At an appropriate time prior to each annual meeting of stockholders, or any special meeting of the stockholders at which directors are to be elected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- (2) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for election by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- (3) For purposes of (1) and (2) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
 - (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
 - (iii) experience in the Company's industry and with relevant social policy concerns;
 - (iv) experience as a board member of another publicly held company;
 - (v) diversity (of both background and experience);
 - (vi) academic expertise in an area of the Company's operations; and
 - (vii) practical and mature business judgment, including the ability to make independent analytical inquiries.
- (4) For purposes of (1) and (2) above, the Committee shall, in recommending candidates for election to the Board, review the nature of and time involved in a director's service on other boards and/or committees.
- (5) Notwithstanding anything to the contrary in this Charter, if the Company is legally required by its charter or bylaws, by contract or otherwise to provide third parties with the ability to designate one or more of the Board's nominees for election as directors, the selection and nomination of such directors shall not be subject to review or recommendation by the Committee, but any such nominee so designated shall satisfy the same criteria as set forth herein or determined in accordance herewith for nominees recommended by the Committee.
- (6) The Committee may adopt a policy regarding the consideration of any director candidates recommended by stockholders of the Company.
- (7) The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation, including the director's past attendance at meetings and participation in

and contribution to the activities of the Board, when determining whether to recommend the nomination of such director for election to an additional term.

- (8) In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend to the Board the removal of a director and the calling of a special meeting of the stockholders for the purpose of such removal, in accordance with the applicable provisions of the Company's charter and bylaws.
- (9) The Committee shall oversee the Board's annual review of its performance (including its size, composition and organization) and the performance of the other committees of the Board, and will make appropriate recommendations to improve performance.
- (10) The Committee shall periodically review the Board's committee structure, including all standing or any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of committees of the Board as the Committee deems appropriate.
- (11) The Committee shall identify individuals qualified to be members of each standing committee of the Board and recommend to the Board candidates for service on each such committee, including to fill vacancies, as required. In evaluating directors to serve as members of each committee of the Board, the Committee (i) shall take into account the applicable requirements for members of committees of boards of directors under the Securities Exchange Act of 1934, as amended, applicable corporate governance listing requirements, the Company's Corporate Governance Guidelines and the charter of each such committee and (ii) may take into account such other factors or criteria as the committee deems appropriate, including directors' preferences for committee membership, judgment, skill, integrity and business or other experience.
- (12) In appropriate circumstances, the Committee, in its discretion, shall consider and recommend to the Board the removal of a director from a standing committee of the Board.

- (13) The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter and bylaws, this Charter and the charters of the Company's other committees.
- (14) The Committee shall develop and recommend to the Board for adoption a set of Corporate Governance Guidelines and shall implement and monitor compliance with the Corporate Governance Guidelines. The Committee periodically shall review the Corporate Governance Guidelines and recommend changes as necessary to the Board.
- (15) The Committee shall develop and recommend to the Board for adoption a Code of Business Conduct and Ethics and shall periodically review the Code of Business Conduct and Ethics and recommend changes as necessary to the Board.
- (16) The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the SEC or otherwise considered to be desirable and appropriate in the discretion of the Committee.
- (17) The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- (18) The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.
- (19) The Committee shall periodically report to the Board on its findings and actions.
- (20) The Committee shall annually review and assess the Company's succession plans and shall submit a report including its recommendations on such matters to the Board.

- (21) The Committee shall review and concur in the election of any employee director and any Section 16 officer to outside, for-profit board seats.

ARTICLE V
Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.

ARTICLE VI
Disclosure

This Charter, as it may be amended from time to time, shall be posted on the Company's Web site.