

ADVENTRX PHARMACEUTICALS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(Adopted by the Board of Directors on November 8, 2005)

This Nominating and Governance Committee Charter (this “*Charter*”) governs the operations of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of ADVENTRX Pharmaceuticals, Inc., a Delaware corporation (the “*Company*”). The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this Charter.

Membership

The Committee shall be composed of at least three directors appointed by the Board, each of whom shall satisfy the applicable independence requirements of the American Stock Exchange and the rules and regulations of the Securities and Exchange Commission. Members of the Committee also shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

The Board shall appoint all members of the Committee and the chairman of the Committee. Members of the Committee shall serve until the Board shall remove them or their successors are duly appointed and qualified.

The Committee may form and delegate any of its responsibilities to subcommittees and may delegate any of its responsibilities to one or more designated members of the Committee, as it deems necessary or appropriate in its sole discretion.

The Board may remove any member of the Committee at any time with or without cause.

Meetings

The Committee shall meet as often as it shall determine, but not less frequently than annually. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend any meeting of the Committee or to meet with any members of, or any Consultant to, the Committee.

The Committee will cause to be kept adequate minutes of all its proceedings. The Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee shall be governed by the same rules regarding meetings (including meetings by conference video or telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Delaware.

Consultants

The Committee shall have the authority to select, retain and terminate such consultants, outside counsel and other advisors (“*Consultants*”) as it deems necessary or appropriate in its sole discretion. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee or may ask such Consultants to submit reports on issues which the Committee deems necessary. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

Purposes

The Committee shall identify qualified individuals to become members of the Board and recommend to the Board proposed nominees for Board membership, recommend to the Board directors to serve on each committee of the Board, assess the Board’s effectiveness and develop and implement the Company’s corporate governance guidelines.

Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for stockholder approval at the annual meeting of the Company’s stockholders or, if applicable, at a special meeting of stockholders.
- To interview and recruit potential candidates for nomination.
- To review at least annually the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable and to provide to the Board the Committee’s assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.
- To review the Board’s structure and make recommendations to the Board as necessary.
- To review the Board’s committee structure and recommend to the Board for its approval directors to serve as members of each committee of the Board and to fill vacancies as needed.
- To review at least annually Board and committee compensation and benefits and recommend any proposed changes to the Board for approval.
- To develop and recommend to the Board for its approval a set of corporate governance guidelines, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.

- To review at least annually the Code of Business Conduct and Ethics of the Company and recommend changes as necessary.
- To provide general advice to the Board on corporate governance matters.
- To report regularly to the Board on the Committee's activities.
- To perform any other activities consistent with this Charter, the Certificate of Incorporation and Bylaws of the Company and applicable law, as the Committee or the Board deems appropriate.

Limitation on Powers and Responsibilities

The Committee shall refrain from exercising any of its powers and responsibilities at the direction of the Board whenever the Board desires or elects to act upon any matter that would otherwise be within the scope of the powers and responsibilities of the Committee.

Obligation to Report

The Committee shall report to the Board at each meeting of the Board any actions taken by the Committee since the last meeting of the Board.

The Board of Directors adopted this Charter by resolution on November 8, 2005.