

INNOVUS PHARMACEUTICALS, INC.

CORPORATE GOVERNANCE/NOMINATING COMMITTEE CHARTER

I. General Statement of Purpose

The Corporate Governance/Nominating Committee of the Board of Directors (the “Corporate Governance Committee”) of Innovus Pharmaceuticals, Inc., a Nevada corporation (the “Company”) is responsible, on behalf of the Board of Directors (the “Board”), for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Corporate Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

II. Compensation Committee Composition

The number of individuals serving on the Corporate Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Marketplace Rules.

The members of the Corporate Governance Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Corporate Governance Committee to serve as Chairman of the Corporate Governance Committee. Any action duly taken by the Corporate Governance Committee shall be valid and effective, whether or not the members of the Corporate Governance Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings

The Corporate Governance Committee is to meet at least two times each fiscal year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Corporate Governance Committee. A majority of the members of the Corporate Governance Committee shall constitute a quorum for purposes of holding a meeting and the Corporate Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Corporate Governance Committee may act by unanimous written consent.

The Committee Chairperson will preside at each meeting and, in consultation with the other members of the Corporate Governance Committee, will set the frequency and length of each

meeting and the agenda of items to be addressed at each meeting. The chairperson of the Corporate Governance Committee shall ensure that the agenda for each meeting is circulated to each Corporate Governance Committee member in advance of the meeting. The chairperson of the Corporate Governance Committee (or other member designated by the chairperson or the Corporate Governance Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that it takes. The Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be provided to the Secretary of the Company and maintained with the books and records of the Company.

IV. Corporate Governance Committee Activities

The Corporate Governance Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Review of Articles, Bylaws and Other Charters

- Review and reassess the adequacy of the articles of incorporation, Bylaws and any other committee charters of the Company periodically and submit any recommendations to the Board as necessary.

C. Annual Performance Evaluation of the Corporate Governance Committee

- Perform an annual performance evaluation of the Corporate Governance Committee and report to the Board on the results of such evaluation.

D. Selection of New Directors

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Corporate Governance Committee believes must be met by a Corporate Governance Committee-recommended nominee, and a description of any specific qualities or skills that the Corporate Governance Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as Exhibit A.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Corporate Governance Committee will review and consider any director candidates who have been recommended by security holders in compliance with the Bylaws of the Company and the procedures established from time to time by the Corporate Governance Committee and set forth in this Charter.

- Establish procedures to be followed by security holders in submitting recommendations for director candidates to the Corporate Governance Committee.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by security holders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Corporate Governance Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Corporate Governance Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Corporate Governance Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 4. The Corporate Governance Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Corporate Governance Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 5. In identifying and evaluating proposed director candidates, the Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election or reelection at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of

such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Corporate Governance Committee.

- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the NASDAQ Marketplace.
- Recommend that the Board select the directors for appointment to committees of the Board.
- Review all stockholder nominations and proposals submitted to the Company (including any director nominations made by stockholders pursuant to Rule 14a-11 (or any successor rule) under the 1934 Act, or otherwise, and any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.
- Provide for new director orientation and continuing education for existing directors as the Corporate Governance Committee deems necessary.

E. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Review and reassess the adequacy of the Corporate Governance Guidelines and code of business conduct annually and recommend any proposed changes to the Board for approval.
- Make recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the principles or code, including consideration of possible conflicts of interest of Board members and executive officers (to the extent not made by another committee of the Board).
- Review changes in legislation, regulations and other developments impacting corporate governance and make recommendations to the Board with respect to these matters.

F. Evaluation of Board of Directors

- Oversee annual evaluation of the Board and its committees for the prior fiscal year and consider the results of such evaluation when determining whether or not to recommend to the Board the nomination of such director for an additional term.

- Consider recommendations, in the Corporate Governance Committee’s discretion, to the Board for the removal of a director for cause, in appropriate circumstances and in accordance with the applicable provisions of the Company’s articles of incorporation, Bylaws and the Corporate Governance Guidelines.
- Review the Company’s practices and policies periodically with respect to directors, the size of the Board, the leadership structure of the Board, the ratio of management directors to non-management directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto.

G. Matters Related to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Corporate Governance Committee shall also have sole authority to approve any such search firm’s fees and other retention terms so long as such fees are within the then-current Board and Corporate Governance Committee Budget. If the fees are greater than such current budgets, the Corporate Governance Committee shall consult with the Company’s management before undertaking such expense.

H. Executive Officers

- Advise the Board on candidates for the position of Chairman of the Board and Chief Executive Officer, and conduct investigation of such candidates as the Corporate Governance Committee and the Board may deem appropriate.
- Advise the Board on possible candidates to fill other executive offices of the Company and conduct investigation of such candidates as the Corporate Governance Committee and the Board may deem appropriate.
- Review periodically with the Chairman of the Board and Chief Executive Officer the succession plans relating to positions held by elected corporate officers and to make recommendations to the Board with respect to the selection of individuals to occupy these positions.

V. General

- The Corporate Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Corporate Governance Committee deems it appropriate to do so in order to carry out its responsibilities, to the extent consistent with the Company’s articles of incorporation, bylaws, Corporate Governance Guidelines and applicable Nasdaq rules.

- The Corporate Governance Committee shall make regular reports to the Board concerning areas of the Corporate Governance Committee's responsibility.
- In carrying out its responsibilities, the Corporate Governance Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Corporate Governance Committee may consult. The Corporate Governance Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Corporate Governance Committee or meet with any members of or advisors to the Corporate Governance Committee. The Corporate Governance Committee shall also have the authority, subject to Board approval, to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Corporate Governance Committee may perform such other functions as may be requested by the Board from time to time.

Dated: June 30, 2017