

**ASPENBIO PHARMA, INC.**

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD  
OF DIRECTORS**

**(AS AMENDED AND RESTATED)**

The role of the Nominating and Corporate Governance Committee of the Board of Directors of AspenBio Pharma, Inc. (“AspenBio”) shall be fulfilled by the Nominating and Corporate Governance Committee of the Board of Directors Any reference in this charter to “committee” shall mean the Nominating and Corporate Governance Committee.

The purpose of this committee shall be to assist the Board of Directors in identifying qualified individuals to become board members, in determining the composition of the board of directors and its committees, in monitoring a process to assess board effectiveness and in developing and implementing AspenBio’s corporate governance guidelines.

*Authority and Responsibilities*

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To oversee the administration of AspenBio’s Code of Business Conduct.
2. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareholder approval at the annual meeting. The committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the shareholders.
3. To ensure, in cooperation with and under the provisions of the Compensation Committee, that no agreements or arrangements are made with directors or relatives of directors for providing professional or consulting services to AspenBio or an affiliate or an individual officer of the Company or one of their affiliates, in any amount per year.
4. To review and ensure that Board members do not serve on more than three other for-profit public company boards that each have a class of securities registered under the Securities Exchange Act of 1934 in addition to AspenBio’s Board. Newly appointed or elected directors shall have a grace period of nine months to gain compliance with this condition.
5. To review the board of directors’ committee structure and to recommend to the board for its approval, directors to serve as members of each committee as well as recommendations for committee chairs. The committee shall review and recommend

committee positions, including chairs of such committees, annually and shall recommend additional committee members to fill vacancies.

6. To review recommendations received from shareholders for persons to be considered for nomination to the board of directors, and to designate a member of the nominating committee to receive such communications directly from shareholders, and to publish the name and contact information of such person in AspenBio's Proxy Statement for its annual meeting of shareholders.
7. To develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The committee shall review the guidelines at least annually, and recommend changes as necessary to the Board of Directors.
8. To develop and implement an annual self-evaluation of the Board of Directors, both individually and as a board, and of its committees. The committee shall oversee the annual self-evaluations, with a focus on the effectiveness of the directors, board, and committees as representative of the shareholders.
9. To review and recommend changes to procedures whereby shareholders may communicate with the board of directors.
10. To assess the independence of directors annually and report to the Board of Directors.
11. If deemed appropriate by the Board of Directors to recommend for its approval, to recommend to the Board of Directors for its approval, a director from AspenBio's existing independent directors, to serve as the Lead Director of the Board of Directors.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion. The committee shall have the authority to retain a search firm to assist in identifying director candidates, and to retain outside counsel and any other advisors as the committee may deem necessary in its sole discretion.

#### *Actions and Recommendations*

In carrying out its responsibilities under its charter, the Nominating and Corporate Governance Committee is required to:

- (a) Establish criteria for selection of potential directors, taking into consideration the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; diversity of viewpoints, and any other experience as the committee deems important to the effectiveness of the Board of Directors. The committee will periodically assess the criteria to ensure it is consistent with best practices and the goals of AspenBio.

- (b) Identify individuals who satisfy the criteria for selection to the board and, after consultation with the chairman of the board, make recommendations to the board on new candidates for board membership.
- (c) Receive and evaluate nominations for board membership which are recommended by existing directors, corporate officers, or shareholders in accordance with policies set by the committee and applicable laws.
- (d) Oversee the process for conducting background checks on new candidates for board membership, including the process of validating candidate credentials.
- (e) Review any potential conflicts of interest for board members in the event of a particular member's change of employment and recommend to the Board of Directors the committee's belief as to whether that director should continue his or her board service or resign from the board.
- (f) Establish criteria for the evaluation of existing directors and the re-election or removal of directors based on the needs of AspenBio.
- (g) Monitor the requirement that Board members shall not serve on more than three other for-profit public company boards that each have a class of securities registered under the Securities Exchange Act of 1934 in addition to AspenBio's Board. Newly appointed or elected directors shall have a grace period of nine months to gain compliance with this condition. Determinations regarding the definition of "for-profit public company board" shall be made by the committee.
- (h) Review the qualifications, performance and independence of existing board members and make recommendations whether they should stand for reelection.
- (i) Recommend to the board the removal of a director where appropriate.
- (j) Recommend to the board, a slate of nominees for the next annual meeting of stockholders.
- (k) Recruit, in consultation with the chairman of the board, those candidates for board membership that are approved by the board.
- (l) Oversee the orientation process for new directors.

The committee shall report its actions and recommendations to the board after each committee meeting and shall conduct and present to the board an annual performance evaluation of the committee. The committee shall review the adequacy of this charter from time to time as it deems appropriate and, if applicable, recommend changes to the board for approval.

#### *Shareholder Recommendations*

The nominating committee will consider all recommendations for nominations to the board of directors from any person (or group) who has (or collectively if a group have) held more than 3% of AspenBio voting securities for longer than one year. Shareholders desiring to submit recommendations to the nominating committee should submit the following information in writing or by e-mail addressed to the following person:

Dr. Gail Schoettler  
Email: gailschoettler@msn.com  
Fax: 303/841-3740

The information submitted to the nomination committee must include at least the following (and can include such other information the person submitting the recommendation desires to include), and must be submitted to AspenBio by the date mentioned in the most recent proxy statement under the heading “*Proposal From Shareholders*” as such date may be amended in cases where the annual meeting has been changed as contemplated in SEC Rule 14a-8(e),  
Question 5:

- (i) The name, address, telephone number, fax number and e-mail address of the person submitting the recommendation;
- (ii) The number of shares and description of AspenBio voting securities held by the person submitting the nomination and whether such person is holding the shares through a brokerage account (and if so, the name of the broker-dealer) or directly;
- (iii) The name, address, telephone number, fax number and e-mail address of the person being recommended to the nominating committee to stand for election at the next annual meeting (the “proposed nominee”) together with information regarding such person’s education (including degrees obtained and dates), business experience during the past ten years, professional affiliations during the past ten years, and other relevant information.
- (iv) Information regarding any family relationships of the proposed nominee as required by Item 401(d) of SEC Regulation S-K.
- (v) Information whether the proposed nominee or the person submitting the recommendation has (within the ten years prior to the recommendation) been involved in legal proceedings of the type described in Item 401(f) of SEC Regulation S-K (and if so, provide the information regarding those legal proceedings required by Item 401(f) of Regulation S-K).
- (vi) Information regarding the share ownership of the proposed nominee required by Item 403 of Regulation S-K.
- (vii) Information regarding certain relationships and related party transactions of the proposed nominee as required by Item 404 of Regulation S-K.
- (viii) The signed consent of the proposed nominee in which he or she
  - a. consents to being nominated as a director of AspenBio if selected by the nominating committee,
  - b. states his or her willingness to serve as a director if elected for compensation not greater than that described in the most recent proxy statement;
  - c. attests to the accuracy of the information submitted pursuant to paragraphs (i), (ii), (iii), (iv), (v), (vi), and (vii), above.

Although the information may be submitted by fax, e-mail, mail, or courier, the nominating committee must receive the proposed nominee’s signed consent, in original form, within ten days of making the nomination.

When the information required above has been received, the nominating committee will evaluate the proposed nominee based on the criteria described above, with the principal criteria being the needs of AspenBio and the qualifications of such proposed nominee to fulfill those needs.

*Adopted effective: July 29, 2009.*