

PHASERX, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (the “**Charter**”) sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of PhaseRx, Inc. (the “**Company**”) and establishes the authority and responsibilities delegated to it by the Board.

1. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

The Committee has the authority to undertake specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

2. Committee Members

The Committee shall consist of three or more members of the Board. Members and the Chairman of the Committee (the “**Chairman**”), if any, shall be appointed by the Board and may be removed by the Board in its discretion. Each member shall meet the criteria for independence in accordance with the NASDAQ Stock Market LLC Marketplace Rules and any other required applicable laws, rules and regulations regarding independence as they are in effect from time to time.

3. Subcommittees

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

4. Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and

other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel or other advisors.

5. Authority and Responsibilities of the Committee

5.1 The Committee shall determine the qualifications, qualities, skills, and other expertise required to be a director and develop criteria to be considered in selecting nominees for director (the “**Director Criteria**”).

5.2 The Committee shall identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria, and review any director candidates recommended by the Company’s shareholders pursuant to the procedures set forth in the Company’s bylaws and its shareholder nominations and recommendations policies and procedures.

5.3 The Committee shall develop and review periodically the policies and procedures for considering shareholder nominees for election to the Board.

5.4 The Committee shall select and approve the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders.

5.5 The Committee shall evaluate the performance of individual members of the Board eligible for re-election, and select the director nominees by class for election to the Board by the shareholders at the annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected.

5.6 If a vacancy on the Board and/or any Board committee occurs, the Committee shall identify, select and approve candidates to fill such vacancy by appointment by the Board.

5.7 The Committee shall consider the Board’s leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

5.8 The Committee shall develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence, and evaluate the independence of directors and director nominees against such standards and against the independence requirements of the NASDAQ Stock Market, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

5.9 The Committee shall evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.

5.10 The Committee shall review the Board’s committee structure and composition and make recommendations to the Board regarding changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or

dissolution of committees and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.

5.11 The Committee shall review the corporate governance guidelines approved by the Board and recommend any changes to the Board.

5.12 The Committee shall oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework, including its articles of incorporation and by-laws.

5.13 The Committee shall develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the performance of this annual evaluation.

5.14 The Committee shall review any proposals properly submitted by shareholders for action at the annual meeting of shareholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

5.15 The Committee shall review and discuss with management the disclosure regarding the operations of the Committee, the Company's director nomination process and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

5.16 The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's governance.

6. Meetings

The Committee shall meet at least two times during each fiscal year. The schedule for regular meetings of the Committee shall be established by the Committee. The members or the Chairman, if any, may call a special meeting at any time as he or she deems advisable, or action may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman, if any.

The Chairman shall preside at all Committee meetings. If the Chairman is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different member to act as the chairman for that meeting. Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities. The Committee may invite members of management or advisors to attend meetings and provide pertinent information; provided that the Committee shall meet periodically in executive session without Company management present.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

7. Reports and Assessments

The Chairman shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under the Charter.

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes and effectiveness. As part of this evaluation, the Committee shall also review the Charter. The Committee shall, as appropriate, make recommendations to management or the full Board as a result of its performance evaluation and review of the Charter.

Adopted: [], 2016