

MIGENIX Inc. (the “Company”)
Corporate Governance & Nominating Committee
Mandate

The Committee shall be composed only of independent directors, including the Chair of the board. The Committee will meet as required, but no less than twice each year.

The Committee will review and recommend from time to time an optimum size and composition for the board.

The Committee will recommend new candidates, when required, with the objective of achieving an appropriate balance of skills, experience and adding to shareholder value.

The Committee will monitor, and report to the board on the application of the corporate governance principles outlined in the ‘Board Mandate and Principles’, and will ensure that the company’s approach to corporate governance takes account of the best current Canadian and global practices.

The Committee will be a sounding board for the concerns of individual directors relating to corporate governance.

The Committee will ensure that there is a clear definition and separation of the responsibilities of the board, its committees, the CEO and the officers of the Company.

The committee will monitor the publication and application of Disclosure and Insider Trading policies.

The committee will regularly review the company’s employee development and succession planning systems and their application for employees and executives.