

Modigene Inc.

Governance Committee Charter

I. PURPOSE

The primary purposes of the Governance Committee (the “Committee”) of the Board of Directors of Modigene Inc. (the “Company”) are to: (1) identify qualified individuals to serve as directors of the Company; (2) make recommendations to the board of directors with respect to the nomination of such individuals for election as directors at the Company’s annual meeting of stockholders; (3) determine membership on the board committees; (4) monitor the composition of the board; and (5) develop and establish corporate governance policies and procedures for the Company.

II. COMMITTEE COMPOSITION AND PROCEDURE

The Committee shall consist of at least three members, the majority of whom shall satisfy the independence requirements as adopted by the Company’s board of directors and as amended from time to time by the board and who are also independent directors as defined in the rules of the American Stock Exchange and shall not include any beneficial owners, directly or indirectly, of more than 50% of the voting power of the Company. The board of directors shall appoint the members of the Committee and the Committee’s Chairman. The members of the Committee shall serve until their successors are appointed and qualify. The board of directors, acting by majority vote of the directors then in office, shall have the power to change the membership of the Committee and to fill any vacancies on the Committee.

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee’s activities and shall provide copies of such minutes to the board of directors. A majority of the members of the Committee will constitute quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum will be the act of the Committee. The Committee shall determine any other rules of procedure it determines necessary or desirable, provided such rules of procedure do not conflict with the Company’s bylaws.

III. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall conduct its business in accordance with this Charter, the Company’s bylaws, as the same may be amended, and any director of the whole board of directors. The Committee’s duties and responsibilities are generally to: (1) identify individuals qualified to become members of the board of directors; (2) make recommendations to the board of directors with respect to the nomination of such individuals as director nominees for the next annual

meeting of stockholders of the Company; (3) determine membership on the board committees; (4) monitor the size and composition of the board; and (5) develop and establish corporate governance policies and procedures for the Company. In accomplishing these duties and responsibilities, the Committee shall possess the following powers and duties:

(a) The Committee shall develop and establish qualification criteria for membership on the board of directors and shall interview individuals qualified to become members of the board of directors in accordance with the criteria established by the Committee. As part of this process, the Committee will consider individuals recommended by the stockholders of the Company.

(b) The Committee shall have sole authority and adequate funding to retain and terminate any third-party, including legal counsel and other advisors, for the purpose of identifying candidates for membership on the board of directors, and shall have sole authority to approve the fees paid to such third-parties and all other terms of their retention. Such third-parties may include executive search firms, as well as legal, accounting and other advisors, both internal and external.

(c) The Committee shall, at least annually, review the performance of all directors of the Company, including with respect to each director's service on a committee of the board of directors. Based upon such review, the Committee shall determine whether current directors should be renominated for re-election as their terms expire. As a part of such process, the Committee shall determine whether each director is "independent" in accordance with the requirements set forth by the board of directors and the definition of independent director as defined in the rules of the American Stock Exchange.

(d) The Committee shall, at least annually, evaluate the performance, structure and authority of the committees of the board of directors, including the Governance Committee. The Committee shall make recommendations to the board of directors with respect to the assignment of individual directors to the committees of the board of directors.

(e) The Committee shall be responsible for establishing an orientation program for directors beginning their service on the board of directors. Such program shall provide new directors with information regarding their duties and responsibilities to the Company, the Company's business and operations, the policies and procedures applicable to service on the board of directors and the legal implications of board service.

(f) The Committee shall review and assess, at least annually, the adequacy of the Company's corporate governance policies and procedures in light of the legal and regulatory requirements applicable to the Company, its directors, officers and employees, and shall amend and supplement such policies and procedures as the Committee determines, in its sole discretion, are appropriate.

(g) The Committee shall review, at least annually, the Company's Code of Ethics and the Company's enforcement mechanism for such Code. The Code shall address various legal and regulatory issues applicable to the directors, officers and employees of the Company.

(h) The Committee shall review and pre-approve all material related-party transactions that are not prohibited by any body with regulatory authority over the Company.

(i) The Committee shall report, at least annually, to the board of directors regarding nominating and corporate governance matters.

(j) The Committee shall review and assess the adequacy of this Charter annually, and shall recommend any proposed amendments relating to the Committee's duties with respect to nominating or corporate governance matters to the board of directors for approval.

(k) The Committee may form and delegate authority to subcommittees or individual members of the Committee, where appropriate, with respect to nominating and corporate governance matters.

Adopted by the Board of Directors of Modigene Inc. on September 5, 2007