

**CHARTER OF THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF HELIX BIOMEDIX, INC.**

I. Charter Overview

The purpose of this Charter is to identify the scope of the responsibilities of the Governance Committee (“Committee”) of the Board of Directors (“Board”) of Helix BioMedix, Inc., a Delaware corporation (“Company”) and the manner in which those responsibilities shall be performed.

The primary responsibilities of the Committee are to:

- develop and recommend to the Board criteria for selecting qualified director candidates;
- identify individuals qualified to become Board members;
- evaluate and select, or recommend to the Board (for approval of at least a majority of the independent directors, or such other number as may be required by the rules and regulations of The Nasdaq Stock Market as in effect from time to time), director nominees for each election of directors;
- consider committee member qualifications, appointment and removal;
- recommend codes of conduct and codes of ethics applicable to the Company; and
- provide oversight in the evaluation of the Board and each committee.

II. Structure

The Committee shall be comprised of three or more directors each of whom shall be appointed by the Board. Members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market as in effect from time to time and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee, as appropriate.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties set forth in this Charter, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such

engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

III. Meetings

The Committee shall meet from time to time as it deems necessary to fulfill its responsibilities set forth in this Charter, and may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

IV. Authority and Responsibilities

To fulfill its responsibilities and duties, the Committee shall:

A. Nominating Functions

- Determine criteria for selecting new directors, including desired board skills and attributes, and identify and actively seek individuals qualified to become directors
- Evaluate and select, or recommend to the Board, director nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
- Consider any nominations of director candidates validly made by stockholders.
- Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

B. Governance Functions

- Adopt a Code of Business Conduct applicable to all employees and directors and required by the rules of The Nasdaq Stock Market, and adopt procedures for monitoring and enforcing compliance with such Code of Business Conduct. Review such Code of Business Conduct periodically and recommend such changes to such Code of Business Conduct as the Committee shall deem appropriate.
- Review and investigate conduct alleged by the Board, the Company's Compliance Officer, or otherwise, to be in violation of the Company's Code of Business

Conduct, and adopt, as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.

- Adopt a Code of Ethics for the Company's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions, which Code of Ethics meets the requirements of Item 406 of the SEC's Regulation S-K, and provide for the prompt review and public disclosure of any change in, or waiver of, such Code of Ethics. Review such Code of Ethics periodically and recommend such changes to such Code of Ethics as the Committee shall deem appropriate.
- If requested by the Board, assist the Board in developing criteria for the evaluation of Board and committee performance, and in its evaluation of the performance of the Board and each committee of the Board.
- Review and recommend to the Board changes to the Company's Bylaws as needed.
- Report to the Board on the Committee's activities, recommendations and conclusions, as appropriate.
- If required by applicable law, rule or regulation, develop orientation materials for new directors and corporate governance-related continuing education for all Board members.
- Review and reassess the Charter's adequacy as appropriate and recommend any proposed changes to the Board for approval.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.