

**DIFFUSION PHARMACEUTICALS INC.
(FORMERLY RESTORGENEX CORPORATION)
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Diffusion Pharmaceuticals Inc. (the “Company”) is to: (i) review and provide recommendations to the Board regarding the Board’s structure and composition; (ii) identify, evaluate and nominate candidates for election as directors and for appointment to serve on the Board’s committees; (iii) oversee the evaluation of the Board and its committees and (iv) review and consider developments in corporate governance practices and recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company.

Membership

The membership of the Committee will be appointed by the Board and will consist of at least two members of the Board. Each member of the Committee will be an “independent director” within the meaning of the Listing Rules of the NASDAQ Stock Market and meet such other independence and other requirements, as required under applicable law, rules and regulations, and as deemed appropriate by the Board. The Board will be responsible for determining whether a Committee member is an “independent director” and meets the other qualifications. In so doing, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including those factors specified in the Listing Rules of the NASDAQ Stock Market. Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive one or more of the foregoing qualifications with respect to a new member of the Committee for a transitional time period or otherwise, if then permitted under the Listing Rules of the NASDAQ Stock Market and other applicable law, rules and regulations. Any action duly taken by the Committee will be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for members provided herein.

The Board will appoint one member of the Committee as Chair. The Chair will be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making subcommittee assignments, preparing minutes and reporting to the Board. The Chair also will maintain regular liaison with the Company’s Chief Executive Officer (the “CEO”).

Duties and Responsibilities

The Committee will have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

Board and Committee Structure, Composition and Evaluation

- evaluate the current structure, size, composition and organization of the Board and its committees, and provide recommendations to the Board;
- identify, evaluate and provide recommendations to the Board concerning nominees for election to the Board prior to each annual meeting of stockholders and to fill any vacancies that may occur between meetings of stockholders, in accordance with the Listing Rules of the NASDAQ Stock

Market and other applicable law, rules and regulations, and taking into consideration, among other factors, any contractual rights to designate Board nominees and any policies and procedures adopted by the Board or the Committee for selecting directors;

- consider stockholder nominees for election to the Board;
- conduct searches for potential Board members with the desired qualifications and expertise;
- identify, evaluate and provide recommendations to the Board concerning appointment to Board committees and the selection of Board committee chairs, in accordance with the Listing Rules of the NASDAQ Stock Market and other applicable law, rules and regulations and with any criteria established by the Board for Board committee composition;
- develop and oversee a performance evaluation process for the Board and its committee;
- evaluate and, if deemed necessary, provide recommendations on the removal of any Board member for cause or for other appropriate reason;

Corporate Governance

- evaluate the adequacy of the Company's corporate governance structure, policies and procedures in light of: (i) applicable regulatory requirements; (ii) issues and developments relating to corporate governance; and (iii) the performance of the Board and each Board committee relating to corporate governance;
- review issues and developments related to corporate governance and identify and bring to the attention of the Board current and emerging corporate governance issues and developments that may affect the business operations, performance or public image of the Company;
- review and provide recommendations to the Board regarding any amendments or changes to the Company's articles of incorporation, by-laws or other corporate governance documents, as necessary or appropriate;
- advise the Board generally on corporate governance matters;
- oversee and implement, as necessary, director orientation and director continuing education programs, including compliance with any applicable director continuing education requirements;

Other

- review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for its approval;
- review the Committee's operations and performance periodically; and
- perform any other duties and responsibilities assigned to the Committee by the Board, to the extent permitted by applicable law, rules and regulations and the Company's governance documents.

Authority and Resources

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of duties and responsibilities, with full access to all books, records, facilities and personnel of the Company.

The Committee has the power and authority to retain or obtain the advice of consultants, legal counsel or other advisers and has sole authority to select, retain, oversee and terminate such consultants, counsel and advisers and approve the fees and other retention terms of such consultants, counsel and advisers, as it deems appropriate. The Company will provide adequate and appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or any other adviser retained by the Committee and will fund other ordinary administrative expenses that are necessary or appropriate for the Committee in carrying out its duties and responsibilities.

Meetings

The Chair will determine how often the Committee meets. However, the Board expects that the Committee will meet at least once per year. The Chair, in consultation with the other members of the Committee, will establish the agenda for each meeting. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. In lieu of holding a meeting, the Committee may act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

As necessary or desirable, the Committee may request that directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, be present at meetings of the Committee to provide such pertinent information as the Committee requests. The Committee will meet in executive session to discuss matters within its purview, as determined appropriate in the judgment of the Committee.

Minutes

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

Reports

The Chair will report periodically to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

Delegation of Authority

The Committee will have the power and authority, to the extent permitted under applicable law, rules and regulations and the Company's charter and governance documents, to form sub-committees and to delegate any of its duties and responsibilities to such sub-committees as the Committee may deem appropriate in its sole discretion.

Approved by the Board of Directors of
RestorGenex Corporation (Now Diffusion Pharmaceuticals Inc.)
June 3, 2014