

**BIOSANTE PHARMACEUTICALS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

Organization

There shall be a standing committee of the board of directors (the “Board”) of BioSante Pharmaceuticals, Inc. (“BioSante”) known as the Nominating and Corporate Governance Committee (the “Committee”). This charter shall govern the operations of the Committee.

Membership and Qualifications

The membership of the Committee shall be appointed by the Board and shall consist of at least two directors.

Each member of the Committee shall be an “independent director” within the meaning of the Marketplace Rules of the NASDAQ Stock Market. The Board shall be responsible for determining whether a Committee member is an “independent director.” Notwithstanding the foregoing, the Board may decide at any time and in its sole discretion to waive the foregoing qualification with respect to a new member of the Committee for a transitional time period if then permitted under applicable laws, rules and regulations.

The Board shall appoint one member of the Committee as chair. The chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments, preparing minutes and reporting to the Board. The chair shall also maintain regular liaison with BioSante’s Chief Executive Officer.

Purpose

The primary purpose of the Committee is to:

- identify individuals qualified to become Board members;
- recommend director nominees for each annual meeting of BioSante’s stockholders and director nominees to fill any vacancies that may occur between meetings of stockholders;
- be aware of the best practices in corporate governance and develop and recommend to the Board a set of corporate governance standards to govern the Board, its committees, the company and its employees in the conduct of the business and affairs of the company; and
- develop and oversee the annual Board and Board Committee evaluation process.

Authority

The Committee has the power and authority to engage and determine funding for outside counsel or other experts or advisors as the Committee deems necessary or appropriate to carry out its duties and responsibilities. BioSante shall provide appropriate funding, as determined by the Committee, for any advisors employed by the Committee as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Duties and Responsibilities

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

- make recommendations to the Board regarding the size and composition of the Board;
- consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or BioSante's stockholders. In that connection, the Committee may adopt as it deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director, the consideration of any director candidates recommended by BioSante's stockholders, the submission of recommendations by stockholders, any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on BioSante's board of directors and any specific qualities or skills that the Committee believes are necessary for one or more of BioSante's directors to possess;
- recommend to the Board on an annual basis a slate of director nominees for approval by the Board of Directors and the stockholders and one or more director nominees to fill any vacancies that may occur between meetings of the Company's stockholders, 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;
- review the appropriateness of the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
- review at least annually BioSante's corporate governance standards and recommend changes to the Board as deemed necessary;
- generally advise the Board on emerging corporate governance matters for incorporation into BioSante's policies and procedures;
- develop, implement and administer an annual Board and Board Committee evaluation process;
- establish and lead a process for determination of the compensation applicable to service on the Board by non-employee directors; and
- review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for its approval.

Delegation to Subcommittees

The Committee shall have the power and authority to delegate any of its duties and responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Approved by the BioSante Pharmaceuticals, Inc.
Board of Directors
March 11, 2008