

CHARTER OF THE NOMINATING COMMITTEE
OF
SCOPUS BIOPHARMA INC.

Membership

The Nominating Committee (the "**Committee**") of the board of directors (the "**Board**") of Scopus BioPharma Inc. (the "**Company**") shall consist of two or more members. Each member of the Committee shall be independent, as defined under the Nasdaq Marketplace Rules (i.e., a person who (a) is not an executive officer or employee of the Company and (b) does not have a relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgement in carrying out the responsibilities of a director).

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to oversee selection of persons to be nominated to serve on the Board and carry out any other responsibilities delegated by the Board relating to the Company's director nomination process. The Committee will consider a number of qualifications relating to management and leadership experience, background, integrity and professionalism in evaluating a person's candidacy for membership on the Board.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- To assess the qualifications, qualities, skills, and other expertise required to be a director and to develop, and from time to time recommend to the Board for its approval, criteria to be considered in selecting nominees for director. At a minimum, such criteria (the "**Director Criteria**") shall include whether the person:
 - has demonstrated notable or significant achievements in business, education or public service;
 - possesses the requisite intelligence, education and experience to make a significant contribution to the Board;
 - would provide a range of skills, diverse perspectives and background to Board deliberations; and

- has the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the Company's stockholders.
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria and any other criteria approved by the Board. The Committee shall consider any director candidates recommended or otherwise identified by members of the Board, including those serving on the Committee, Company management and others. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and by-laws. The Committee shall not distinguish between nominees recommended by stockholders or others.
- To select and make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- If a vacancy on the Board occurs, to identify and select and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board pursuant to provisions of the Company's certificate of incorporation and by-laws.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.