

PLX PHARMA INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Article I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of PLx Pharma Inc. (the “Company”) assists the Board in fulfilling its oversight of responsibilities in the areas of corporate governance and Board membership matters, including (i) identifying individuals qualified to become nominees to fill vacancies on the Board as they arise and in a manner consistent with criteria approved by the Board, (ii) selecting, or recommending that the Board select, director nominees for the next annual meeting of stockholders, (iii) developing and recommending a set of corporate governance principles applicable to the Company; (iv) creating, or recommending that the Board create committees and selecting, or recommending that the Board select, directors to serve on the Board committees; (v) overseeing the continuing development and evaluation of the Board and its committees; (vi) overseeing the succession of the Chief Executive Officer; (vii) assisting the Board in fulfilling all its oversight responsibilities in the areas of director membership matters for the board of directors, or the analogous governing body for non-corporate entities, of all subsidiaries of the Company (a “Subsidiary Board”); and (viii) any related matters required by the federal securities laws.

Article II. Composition

1. The Committee shall be composed of at least three members of the Board, one of whom shall be designated by the Board as the Chair. Committee members shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.
2. Each member must meet the independence requirements of the NASDAQ Stock Market (“NASDAQ”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ, and meet any other standards as may be prescribed by applicable law.

Article III. Authority, Duties and Responsibilities

Board Membership and Compensation:

1. The Committee shall determine Board membership qualification standards and criteria for the selection of new directors. In identifying any candidates, the Committee shall consider whether each candidate would qualify as independent and each candidate’s background, experience, expertise, financial acumen, diversity and other relevant criteria, including the number of other board assignments and ability and willingness to commit adequate time to Board and committee matters.
2. The Committee shall identify suitable candidates for consideration as nominees to the Board (a) to fill vacancies as they arise who will help strengthen and balance the Board, and (b) to serve as Chairman of the Board.

3. The Committee shall evaluate the composition, size, and governance practices of the Board.
4. The Committee shall, jointly with the Compensation Committee of the Board, review and recommend director compensation.

Annual Meeting of Stockholders:

5. The Committee shall consider and recommend to the Board qualified nominees to stand for election at the Company's annual meeting of stockholders, and consider the performance of incumbent directors in determining whether to recommend that they be nominated for reelection.
6. The Committee shall evaluate and recommend to the Board proxy statement and annual meeting of stockholders related activities including the designation of Section 16 officers, the Company's slate of officers, director independence assessment, stockholders proposals and annual meeting details.
7. The Committee shall review and evaluate shareholder advisory firm reports.

Corporate Governance Principles:

8. The Committee shall develop, oversee and periodically assess the Company's Corporate Governance Guidelines and the Code of Business Conduct and Ethics as well as have oversight of the evaluation of the Company's bylaws and present to the Board recommended amendments as appropriate.
9. The Committee shall assess the Company's and the Board's compliance with governance requirements of NASDAQ, the Securities and Exchange Commission, the Sarbanes-Oxley Act of 2002 and other applicable laws.
10. The Committee shall review at least annually, and approve or ratify as appropriate, all "related party transactions" involving directors in accordance with the Company's Code of Business Conduct and Ethics with respect to related party transactions and conflict of interests and make recommendations to the Board regarding the continued independence of each Board member. The term "related-party transaction" shall be consistent with the definition provided in Item 404(a) of Regulation S-K.
11. The Committee shall monitor the independence of Board members consistent with NASDAQ and other requirements.
12. The Committee shall have sole authority to select, retain and/or replace, independent legal, recruitment or other advice as it considers necessary.

Committees and Membership:

13. The Committee shall select, evaluate and recommend to the Board individuals to serve on the committees, including the Chairs of committees.

14. The Committee shall determine that each Board committee has an appropriate charter.

Chief Executive Officer Succession Plan and Evaluation:

15. The Committee shall oversee the process for the succession of the Chief Executive Officer, and shall thereafter provide to the Board formal annual evaluations of the Chief Executive Officer.

16. The Committee shall review the Company's management succession planning programs for non-CEO executive officers.

Subsidiary Board Membership:

17. The Committee shall determine the board membership, or membership of the analogous governing body for non-corporate entities, membership qualification standards and criteria for the selection of new directors of any Subsidiary Board. In identifying any candidates, the Committee shall consider whether each candidate would qualify as independent and each candidate's background, experience, expertise, financial acumen, diversity and other relevant criteria, including the number of other board assignments and ability and willingness to commit adequate time to Subsidiary Board and committee matters.

18. The Committee shall select, evaluate and recommend to the Board individuals to serve on any Subsidiary Board committees, including the chairs of committees.

Article IV. Meetings and Reporting

1. The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this Charter, it being understood that telephonic attendance is acceptable for all such meetings. The Committee may request any officer or employee of the Company or the Company's consultants to attend a meeting of the Committee or to meet with any members of the Committee.

2. A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

3. The Chair shall schedule and preside at all meetings of the Committee. In the absence of the Chair, a majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

4. The Chair of the Committee shall report to the Board following each Committee meeting and as otherwise requested by the Chairman of the Board.

Article V. Miscellaneous

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and

standards as it deems necessary from time to time to fulfill its responsibilities. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.

This Charter, and any amendments hereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder of the Company who requests it.