

**MDRNA INC.**

**NOMINATING COMMITTEE CHARTER**

**(Amended as of September 19, 2007)**

**A. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MDRNA Inc. (the “Company”) is to (1) identify individuals who are qualified to become Board members, (2) select, or recommend that the Board select, director nominees to be presented for stockholder approval at the annual meeting, (3) select, or recommend that the Board select, the composition of the committees of the Board and (4) perform such other functions as the Board may from time to time request.

**B. Membership and Organization**

1. The Committee shall consist of at least three members, all of whom shall be “independent” in accordance with Nasdaq listing standards.
2. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee with or without cause at any time. Unless a chairman is appointed by the Board, the members of the Committee shall elect a chairman by majority vote of the full Committee membership.
3. The Committee shall meet at least once annually. The attendance of at least fifty percent (50%) of the then-members of the Committee shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the members present shall decide any question brought before the Committee. The chairman of the Committee may call a meeting of the Committee upon notice to each other member at least twenty-four hours prior to the meeting and any member of the Committee may do so upon notice to each other member at least forty-eight hours prior to the meeting.
4. The Committee shall report its proceedings to the Board from time to time.

**C. General Responsibilities and Authority**

Although the Board and the Committee may consider other duties from time to time, the Committee, to the extent it deems necessary or appropriate, will have the following responsibilities:

1. The Committee shall lead the search for individuals qualified to become members of the Board and shall select or recommend that the Board select director nominees to be presented for stockholder approval at each annual meeting. In making its selection, the Committee shall seek individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who the Committee believes will be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.

2. The Committee shall consider director candidates submitted by the Company's stockholders, in compliance with the Company's charter and by-laws and all applicable rules and regulations of the Securities and Exchange Commission and Nasdaq listing standards. The Committee may establish procedures for securities holders who wish to submit mandatory recommendations.
3. The Committee shall review the Board's committee structure and shall 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.
4. The Committee shall review and assess the adequacy of this charter on an annual basis and shall submit any proposed amendments to the Board for approval.
5. The Committee shall review and determine the philosophy underlying Company directors' compensation and review and make recommendations to the entire Board concerning such directors' compensation.
6. The Committee may form and delegate authority to subcommittees, in its discretion.
7. The Committee may consult with and solicit the views of the Chief Executive and any other member of the Board in its discretion.