

CARDIOVASCULAR BIOTHERAPEUTICS, INC.  
CORPORATE GOVERNANCE COMMITTEE CHARTER

The Corporate Governance Committee (the "Governance Committee") of the Board of Directors (the "Board") of CardioVascular BioTherapeutics, Inc. (the "Corporation") shall have the composition, responsibilities, powers, duties and authority specified in this Charter.

1. Purpose. The Governance Committee's purpose is to:

(a) Review and recommend to the Board the corporate governance principles applicable to the Corporation; and

(b) Perform such other duties and responsibilities expressly delegated to the Governance Committee by the Board from time to time.

2. Composition, Appointment and Procedures.

(a) The Governance Committee shall consist of not less than three members of the Board, at least majority of whom will be "independent directors" as defined in the Corporation's Governance Policies and as required by the NASDAQ Stock Market.

(b) The members of the Governance Committee shall be appointed by the Board and shall continue to act until their successors are appointed. In deciding whom to appoint, the Board shall take into consideration each potential member's experience and background, including familiarity with corporate governance issues. Members shall be subject to removal at any time by the Board.

(c) The Governance Committee shall meet at least twice each year, including at least one time in executive session without management.

(d) The Governance Committee may delegate any of its duties to a subcommittee comprising one or more members of the Governance Committee.

3. Duties and Responsibilities with Respect to Corporate Governance.

(a) The Governance Committee, in consultation with the Chief Executive Officer and the Lead Independent Director, shall be responsible for periodic review and interpretation of the Corporation's Corporate Governance Policies and guidelines, as well as consideration of other corporate governance issues and practices that may, from time to time, merit consideration by the Board, including all applicable laws, regulations and liability requirements.

(b) The Governance Committee, in consultation with the Chief Executive Officer and the Lead Independent Director, shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board.

(c) The Governance Committee shall assist the Board and its other committees in establishing performance criteria and in performing their self evaluation. Board evaluation shall include an assessment of whether the Board has the necessary diversity of skills, backgrounds and experiences to meet the Corporation's ongoing needs. Committee evaluations shall include an assessment of whether each Committee is fulfilling its duties and responsibilities under its charter. Individual director evaluations shall include high standards of in-person attendance at Board and committee meetings.

(d) The Governance Committee periodically shall review and recommend policies relating to directors and the Board, including committee structure and size, share ownership, and retirement and resignation.

4. Additional Authority and Operation. The Governance Committee shall:

(a) As the Governance Committee may deem appropriate, retain and terminate any legal or other consultants, including search firms to identify director candidates, who shall report directly to the Governance Committee, on such terms and conditions, including fees, as the Governance Committee in its sole discretion shall approve;

(b) Request that any of the Corporation's officers, employees, outside counsel or other consultants attend a meeting of the Governance Committee or meet with any of the Governance Committee's members or consultants;

(c) Annually review the Governance Committee's performance and Charter;

(d) Report to the Board with respect to the foregoing; and

(e) Maintain a copy of this Charter on the Corporation's web site at [www.cvbt.com](http://www.cvbt.com).