

**Charter of the Nominating/Corporate Governance Committee
of
OncoCyte Corporation**

This Charter was adopted by the Board of Directors (the “Board”) of OncoCyte Corporation (the “Company”) on May 6, 2016.

I. Purpose

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

- A. the identification of qualified candidates to become Board members;
- B. the selection of nominees for election as directors at each annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected);
- C. the selection of candidates to fill any vacancies on the Board;
- D. the selection of the Chairperson of the Board, the staffing of Board Committees and the selection of the chairpersons of such committees;
- E. the analysis and recommendation to the Board of issues and proposals regarding corporate governance matters applicable to the Company; and
- F. the analysis and recommendation to the Board of issues and proposals regarding changes to the Company’s Code of Business Conduct and Ethics, Related Person Transaction Policy, and other policies governing the conduct of and transactions (other than compensation) with Company executive officers and directors and their affiliates or family members.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of at least three directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall, at a minimum, (i) satisfy the independence requirements of the principal national securities exchange on which the Company’s common stock is listed for trading, or the NYSE MKT if the Company’s common stock is not listed on a national securities exchange; and (ii) qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code.

Members of the Committee, including the Chairperson (“Chair”) of the Committee, shall be appointed from time to time by the Board. Members shall serve at the pleasure of the Board, or until their successors have been elected and have taken office.

III. Meetings and Procedures

The Committee shall meet at least once per year and more frequently as the Committee deems necessary or desirable in order to perform its duties. The Committee may also act by unanimous written consent in lieu of a meeting.

All non-employee directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-employee director that is not a member of the Committee.

The Chair (or in his or her absence, a member designated by the Chair or remaining members of the Committee) shall preside at each meeting of the Committee and set, in consultation with the other members of the Committee, the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are consistent with the provisions of the Company’s bylaws.

The Committee shall have the authority, as it deems appropriate, to retain or replace, as needed, any independent counsel or other outside expert or advisor that the Committee believes to be desirable and appropriate. The Committee, in its discretion, may also use the services of the Company’s regular inside or outside legal counsel or other advisors to the Company. The Company shall provide for appropriate and reasonable funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms.

The Committee shall cause to be kept adequate minutes of its proceedings and the Chair shall report on the Committees’ actions and activities at the next quarterly meeting of the Board.

IV. Nomination Duties and Responsibilities

A. Recommendations to the Board:

(i) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(ii) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the incoming Board the staffing and chairs of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and, to the extent the Committee deems appropriate, such other committees as may exist, and the Chair of the Board.

(iii) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee may recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(iv) The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed, then the nomination or appointment of such directors shall be governed by such requirements.

B. The Committee shall, at least annually and independently from the Board's own review, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

C. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend to the Board the removal of a director for cause, as cause is defined in Section 302 of the California Corporations Code, in accordance with the applicable provisions of the Company's Articles of Incorporation and bylaws.

D. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

E. The Committee shall periodically report to the Board on its findings and actions.

F. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Corporate Governance Duties

The Committee may make recommendations to the Board regarding governance matters applicable to the Company, including, but not limited to, (i) the Company's Articles of Incorporation and bylaws, (ii) this Charter and the charters of the Company's other committees, (iii) the Company's Code of Business Conduct and Ethics, Related Person Transaction Policy; (iv) possible conflicts of interest of Board members and of Company officers, (v) Company response to unsolicited takeover proposals, and (vi) shareholder proposals or shareholder nominations for director that have been submitted to the Company.

The Committee shall oversee compliance with the Company's Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict. The Committee shall also review all Related Person Transactions as defined in the Company's Related Person Transaction Policy and shall determine whether such transactions are appropriate for the Company to undertake. If so, the Committee is authorized to approve such transactions in accordance with the Related Person Transaction Policy.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee comprised of at least two members.