

**MEDTOX SCIENTIFIC, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**  
Approved December 2007

The purposes, responsibilities and duties of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of MEDTOX Scientific, Inc. (the “Company”) shall be as follows:

**I. PURPOSES**

The primary purposes of the Committee are to:

- (a) Be aware of the best practices in corporate governance and develop and recommend to the Board a set of Corporate Governance Principles to govern the Board, its Committees, the Company and its employees in the conduct of the business and affairs of the Company;
- (b) Identify and recommend to the Board individuals qualified to become members of the Board and its committees; and

The Committee will fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

**II. MEMBERSHIP**

The Governance and Nominating Committee shall be comprised of only independent directors of the Board. A director is not independent if the director:

- (a) Is an employee of the company or of an affiliate, or an immediate family member of a current executive officer;
- (b) Is currently receiving any non-director compensation, or direct or indirect benefit from the Company (excluding benefits under a tax-qualified retirement plan); or
- (c) Is an executive of another entity and any of the Company’s executives serve on that entity’s Compensation Committee.

The Chair of the Governance and Nominating Committee shall be elected by the Board or if not elected by the Board, then by the majority of the members of the Committee. The Chair of the Governance and Nominating Committee shall conduct the Committee meetings as well as represent the Committee at meetings of the Company’s Board.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve for such terms as are established by the Board or until their successors shall be duly elected and qualified.

**III. MEETINGS**

**A. Committee Meetings**

The Committee shall establish its own schedule of meetings. The Chair of the Committee shall have the authority to call meetings of the Committee upon reasonable notice and shall preside at all meetings of the Committee. Meetings of the Committee may be conducted by telephone conference if each of the members may simultaneously hear each other member. A majority of the members of the Committee shall constitute a quorum for the conduct of business and the Committee shall act by majority vote of the quorum. Action of the

Committee may be taken without a meeting if unanimous written consent thereto by each of the members of the Committee is given. The Committee shall keep minutes of its meetings and shall provide copies of such minutes and of actions by written consent to the Board and to the Secretary of the Company for placement in the Company's minute books.

## **B. Board Meetings**

A minimum of four regular Board meetings is to be held each year. One meeting is an extended meeting focusing on the long-range strategic operating plan of the Company. The Committee shall determine from time to time the appropriate number of meetings.

Appropriate officers of the company may be invited by the Chief Executive Officer and Chairman of the Board to attend the general session of all Board meetings.

Prior to a regular Board meeting, with direction from the Chairman of the Board or Chair of the Corporate Governance Committee and the Chief Executive Officer, an agenda for the meeting and any information or material for review will be sent to the directors. Development of the agenda is the responsibility of the Chairman of the Board, in collaboration with the Chair of the Corporate Governance Committee. Directors may request that additional subjects be placed on the agenda.

## **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

- (a) Develop and recommend to the Board for its approval a set of Corporate Governance Principles that are consistent with generally accepted best practices in corporate governance and that are believed by the Committee to be in the best interests of the shareholders of the Company;
- (b) Review the Board's and the Company's corporate governance policies and practices, at least annually, to assure compliance with the Corporate Governance Principles;
- (c) Periodically review the Corporate Governance Principles and recommend to the Board for its approval such additions or changes that the Committee determines to be necessary or advisable to meet changing circumstances, developments in the law, or developments in corporate governance practices;
- (d) Develop, implement and administer a process whereby the Chief Executive Officer provides an annual report to the Board on management depth and development;
- (e) Review the outside board activities of the Chief Executive Officer and the direct reports to the Chief Executive Officer;
- (f) Identify, review and recommend to the Board for its approval individuals qualified to become members of the Board and its committees;
- (g) Oversee the organization, membership and evaluation of the Board and its Committees;
- (h) Sponsor and promote continuing education in board governance for members of the Board;
- (i) Report regularly to the Board with regard to action taken by the Committee and any issues that may arise in the course of the discharge by the Committee of its responsibilities and duties hereunder;
- (j) Retain (without need for further Board approval) and consult with such independent advisors as the Committee may deem necessary or appropriate in connection with fulfilling the responsibilities and duties of the Committee.

## **V. FUNDING OF THE COMMITTEE'S FUNCTIONS BY THE COMPANY**

The Company shall provide for appropriate funding for the Committee, in its capacity as a committee of the Board, in such amounts as may be determined by the Committee, for payment of compensation to any advisors engaged by the Committee in connection with the fulfillment by the Committee of its responsibilities and duties hereunder.