

TYME TECHNOLOGIES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

MEMBERSHIP

The Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Tyme Technologies, Inc. (the “**Company**”) shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market (“**Nasdaq**”) and the applicable rules and regulations of the Securities and Exchange Commission.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws or by Nasdaq rules.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, and such other responsibilities as may be delegated by the Board:

1. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
2. To identify and screen individuals qualified to become members of the Board. The Committee shall consider any director candidates recommended or validly nominated by the Company’s stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws.
3. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
4. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review such guidelines and this Charter at least once a year and to recommend any changes to the Board.
5. To oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework, including its certificate of incorporation and by-laws.
6. To develop, subject to approval by the Board, a process for evaluation of the directors before nomination for reelection.

7. To periodically review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen.
8. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall also have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any director search firm, its outside legal counsel, any executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside legal counsel, compensation consultant and any other advisors. The Committee shall not be required, however, to implement or act consistently with the advice or recommendations of its search firms, legal counsel or other advisors to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. The Committee shall meet regularly without such members present.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

This Charter was adopted on March 15, 2019.