

SPECTRASCIENCE, INC.

**CHARTER FOR THE NOMINATING COMMITTEE
OF THE
BOARD OF DIRECTORS**

Adopted on December 4, 2007.

A. Purpose of the Nominating Committee

The Nominating Committee (the "Committee") is a committee of the Board of Directors (the "Board") of SpectraScience, Inc. (the "Company"). The purpose of the Committee is to (1) identify individuals who are qualified to become members of the Board, consistent with criteria approved by the Board, (2) select, or recommend for the Board's selection, the director nominees for each annual meeting of shareholders, and (3) perform such other actions within the scope of this Committee Charter as the Committee deems necessary or advisable.

B. Committee Membership

The Board shall determine the size of the Committee, provided that the Committee shall consist of at least two members. The Board shall select the members of the Committee, and the Board shall have the right and power to remove and replace Committee members at any time and from time to time. Unless the Board selects a Chairman, the members of the Committee may designate a Chairman by majority vote.

Each member of the Committee shall be a director of the Company who satisfies any and all applicable independence requirements of the rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market or any national securities exchange on which any securities of the Company are listed for trading.

C. Meetings of the Committee

The Committee shall meet as often as it determines is necessary or appropriate, which will be at least annually. The provisions of the Company's Bylaws that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Bylaws.

D. Authority and Responsibilities of the Committee.

The Committee shall:

1. Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.
2. Seek and evaluate qualified individuals to become new directors as needed. Establish procedures to review and recommend to the Board potential director nominees proposed by shareholders, and evaluate whether current Board members should be nominated for re-election.
3. Select, or recommend for the Board's selection, the director nominees for each annual meeting of shareholders and director nominees to fill vacancies on the Board.
4. Evaluate the nature, structure and operations of other Board committees. Make recommendations to the Board as to the qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.
5. Annually review the Committee's performance. Annually review the adequacy of this Committee Charter, and recommend any proposed changes to the Board for approval.
6. Have the authority, to the extent the Committee deems necessary or appropriate, (a) to retain at the Company's expense independent advisers to the Committee, and (b) to conduct investigations into any matters that are within the scope of the Committee's responsibilities.
7. Have the authority, in the Committee's discretion, to decide whether to retain at the Company's expense a search firm to assist the Committee in identifying, screening and attracting director candidates.
8. Discuss with the Company's counsel legal matters that may have a material impact on the Committee's responsibilities described in this Committee Charter. Have unrestricted access to the Company's independent accountants, counsel, officers and employees for purposes related to the Committee's activities under this Committee Charter.
9. Maintain minutes or other records of meetings and activities of the Committee and provide regular reports to the Board regarding the Committee's activities, recommendations and decisions.
10. Perform such other activities that are consistent with this Committee Charter, the Company's Bylaws, applicable law and Board directives as the Committee determines are required or appropriate in order to carry out its responsibilities.