

Nominating/Company Governance Committee Charter

Purpose

The Nominating/Company Governance Committee (the "Committee") of the Board of Directors (the "Board") of AdvanSource Biomaterials. is responsible for considering and making recommendations to the Board concerning the appropriate size, functions, membership, and needs of the Board.

Membership

The Committee shall consist of at least two directors, all of whom, in the judgment of the Board, shall be independent in accordance with the standards set forth by the Securities and Exchange Commission ("the Company Guide"). Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion, with or without cause, at any time. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided any such subcommittee is composed entirely of independent directors as defined under the listing standards of the Company Guide. Unless a chairperson is appointed by the Board, the members of the Committee shall elect a chairperson by majority vote of the full Committee membership.

Meetings

The Committee shall meet as often as its members deem necessary to fulfill the Committee's responsibilities. Meetings of the Committee shall be held in person or telephonically at such times and places as the Committee shall determine, including by written consent. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chair of the Committee shall report on activities of the Committee to the Board. The Committee shall maintain minutes and other relevant documentation of all of its meetings.

Responsibilities

Although the Board and the Committee may consider other duties from time to time, the Committee, to the extent it deems necessary or appropriate, will have the following responsibilities:

- Assisting the Board with the establishment of criteria for Board membership;
- Identifying individuals qualified to become Board members;
- Considering, recommending, and recruiting candidates to fill new positions on the Board;
- Reviewing candidates recommended by shareholders;
- Conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates;
- Recommending the director nominees for approval by the Board and the shareholders;

- Monitoring and recommending the functions of the various committees of the Board;
- Recommending membership of the various committees of the Board;
- Making recommendations on the structure of Board meetings;
- Advising on changes in Board compensation;
- Reviewing and recommending to the Board retirement and other tenure policies for directors, if any;
- Overseeing the evaluation of the Board and its committees and our senior executives;
- Reviewing the outside activities of the Board and our senior executives and such persons' membership on outside boards of directors; and
- Performing any other activities consistent with this charter, our by-laws and governing law as the Committee or the Board deems appropriate.

Committee Resources

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve such search firm's fees and other terms of retention. We shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

Committee Charter

The Committee shall from time to time review the adequacy of this charter and recommend any changes to the Board for approval. This charter shall be made available on the Company's website.