

GTX, INC.

**CHARTER OF THE NOMINATING
AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) of GTx, Inc., a Delaware corporation (the “Company”), is to provide assistance to the Board of Directors (the “Board”) in identifying and recommending individuals qualified to serve as directors of the Company, to review the composition of the Board and the compensation paid to members of the Board, to develop and recommend corporate governance policies for the Company, to oversee the implementation, and to periodically evaluate the performance, of the Company’s Pharmaceutical Compliance Program and to evaluate periodically the performance of the Board. The Committee shall report on its activities periodically to the Board.

MEMBERSHIP

The Committee shall be comprised of not less than three Board members, including a Committee Chairman, appointed by the Board. Each member of the Committee shall be independent within the meaning of the listing standards set forth by The Nasdaq Stock Market, Inc. (“Nasdaq”) and any other applicable laws, rules, or regulations. Members of the Committee may be removed at any time by the Board.

MEETINGS AND PROCEDURES

The Committee shall meet at least annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called by any member of the Committee upon notice to all members as provided in the bylaws of the Company; provided, however, that such notice may be waived as provided in the bylaws of the Company. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at a meeting at which a quorum is present; provided, however, that the Committee may form and delegate authority and responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

DUTIES AND RESPONSIBILITIES

The function, powers, duties and responsibilities of the Committee are as follows:

1. The Committee shall identify and approve the nomination of qualified individuals to serve as members of the Board, and the Committee shall recommend that the Board select the Committee's director nominees to be presented for approval at the annual meeting of stockholders.
2. The Committee shall review the qualifications and performance of incumbent directors to determine whether to recommend them as nominees for reelection.
3. The Committee shall search for qualified nominees for new or vacant positions on the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
4. The Committee shall review and consider director candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's certificate of incorporation, bylaws and applicable law.
5. The Committee shall review and recommend to the Board directors to serve as members of the various committees of the Board.
6. The Committee shall review considerations relating to the composition of the Board, including the size of the Board, term and age limits, and the criteria for membership on the Board.
7. The Committee shall review and recommend to the Compensation Committee of the Board any changes in compensation for directors.
8. The Committee shall review periodically the management succession plan of the Company and formally recommend to the Board, as needed, successors to departing executive officers if a vacancy occurs. The Committee also should periodically discuss with senior management of the Company the development needs of key personnel.
9. The Committee shall develop and recommend to the Board corporate governance policies for the Company, including those relating to the structure and operations of the Board. The Committee shall review the Company's corporate governance policies on an annual basis, or more frequently if appropriate, and recommend to the Board such changes as the Committee deems necessary or appropriate.
10. The Committee shall review periodically, but at least annually, the implementation, administration and enforcement of the Company's Pharmaceutical Compliance Program to ensure that the Company is in compliance with the policies and

procedures comprising the program and applicable laws and regulations, and that it is properly functioning in accordance with its intended purpose.

11. The Committee shall review potential director conflicts of interest and director and officer insurance and indemnification.
12. The Committee shall evaluate the performance of the Board, assess its contribution to the Company, and evaluate the effectiveness of the current policies and practices of the Board on an annual basis, or more frequently, if appropriate.
13. The Committee shall review the orientation process and the continuing education program for all directors, as may be required from time to time by applicable Nasdaq listing standards or other regulatory requirements.
14. The Committee shall evaluate the performance of the Committee on an annual basis or more frequently, if appropriate, including a review of the Committee's compliance with this Charter, and review and reassess this Charter and submit any recommended changes to the Board for its consideration.
15. The Committee shall make such recommendations to the Board as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board.
16. The Committee shall have the authority to consult with Company counsel. The Committee also shall have the authority to engage any outside advisor of its selection at the Company's expense should the Committee deem it necessary or appropriate to do so.
17. The Committee shall, if necessary, constitute the Company's "Qualified Legal Compliance Committee" as that term is defined in 17 CFR § 205.2(k) and shall have the authority and responsibility to take such action as may be necessary or appropriate in order to establish and maintain the Company's Qualified Legal Compliance Committee should the Committee deem it necessary or appropriate to do so.