

Second Amended and Restated Charter of the Nominating and Corporate Governance Committee of Catalyst Pharmaceuticals, Inc.

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Catalyst Pharmaceuticals, Inc. (the "Company") is to assist the Board in discharging the Board's responsibilities regarding (i) the identification of individuals qualified to become Board members, (ii) the selection and/or recommendation of director nominees for the next annual meeting of stockholders, (iii) the selection of candidates to fill any vacancies on the Board, (iv) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the "Corporate Governance Guidelines"), and (v) oversight of the evaluation of the Board.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law and consistent with this Charter, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Membership

The Committee shall be composed of two or more directors, as determined by the Board, each of whom (i) satisfies the independence requirements of the Nasdaq Capital Market, and (ii) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

Responsibilities and Duties of the Committee

Director Nominations

1. In connection with the Committee's annual process of recommending to the Board a slate of directors for election or re-election, the Committee will consider and review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of independence of its members.

2. The Committee will solicit suggestions for director candidates from management, stockholders and other sources and consider and accept nominations for candidates to serve as directors. In performing this responsibility, the Committee will evaluate the suitability of potential candidates based on the Criteria for Nomination to the Board attached hereto as Annex "A". The Committee will meet with candidates to review their qualifications and will request such materials from each candidate as the Committee deems necessary.
3. Give appropriate consideration to candidates for Board membership nominated by stockholders in accordance with the following procedures. A stockholder may nominate a person for election as a director at an annual meeting of the stockholders only if written notice of such stockholder's intent to make such nomination has been given to the Company's Secretary as described in the applicable proxy statement for the previous year's annual meeting of stockholders. Each written notice must set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director, (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serve as a director if elected; and (b) as to the stockholder making such nomination, (i) the name and address of such stockholder, as they appear on the Company's books, and of such beneficial owner, (ii) the class and number of shares of capital stock of the Company which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a representation that the stockholder is a holder of record of stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such nomination, and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is a part of a group which intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee and/or (b) otherwise to solicit proxies from stockholders in support of such nomination. The Committee will evaluate the suitability of potential candidates nominated by stockholders in the same manner as other candidates identified to the Committee in accordance with Annex "A".
4. Evaluate the performance of each incumbent director before recommending to the Board his or her nomination for an additional term as a director.
5. Review with the full Board the Committee's recommendations and nominations for candidates to the Board of the Company. The Committee will also make recommendations regarding director nominations submitted to the Company by stockholders in accordance with item 3 above.
6. Work together with management and counsel to the Company to provide appropriate orientation for new directors and continuing education programs for directors.
7. Review required disclosure regarding the Committee and its responsibilities in the proxy statement for each year's annual meeting of the stockholders.

8. Annually review the adequacy of the Criteria for Nomination to the Board and make any changes the Committee deems necessary.

Committee Assignments and Annual Evaluations

9. Periodically review the structure, function, membership and charters of the committees of the Board, and recommend to the Board the adoption of any changes.
10. Identify directors to serve as members and chairs of each Board committee after taking into account the desires, experiences and expertise of individual directors. The Committee will review and recommend Board committee slates annually and shall recommend additional Board committee members as needed. In recommending a candidate for Audit Committee membership, the Committee shall provide to the Board its assessment of whether such candidate would be an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission.
11. Establish criteria and processes for an annual performance self-evaluation by the Board, each committee of the Board and each individual director. Review, summarize and report the results of such evaluations to the Board.
12. Discuss, on an annual basis, how the Committee considers diversity in its selection of nominees to consider for the Board of Directors. Review, summarize, and report the results of such discussion to the Board.

Corporate Governance

13. Review and report to the Board on a basis no less frequently than annually with regard to matters of corporate governance, including the review of, and recommendations with regards to, stockholder proposals.
14. Develop and submit to the Board for approval, if they deem appropriate, corporate governance guidelines with respect to the operation of the Board. Periodically review and assess the effectiveness of such guidelines and recommend to the Board any proposed revisions thereto.
15. Review Board membership succession planning within the Company.

Committee Administrative Matters

16. Annually review the powers and duties of the Committee, the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. Periodically review, at least once a year, whether any steps should be taken to improve the effectiveness of the Committee and/or the Board. Review and consider, among other things, the following:
 - (a) the size and composition of the Board;

- (b) the Company's corporate governance policies;
 - (c) listing standards and laws applicable to the Company;
 - (d) individual director performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively; and
 - (e) other appropriate factors, as determined by the Committee.
18. Consider such other matters in relation to Board membership and corporate governance as the Committee may, in its discretion, determine to be advisable.
19. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

Authority and Resources

The Committee shall have the authority and resources to:

20. Engage outside search or other consultants to assist in identifying potential director candidates and determine and approve the search firm's fees and retention terms and approve the engagement of such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or affiliates (which fees shall be paid by the Company).
21. Engage external legal or other experts or advisors as it deems necessary and appropriate and approve their fees and retention terms (which fees shall be paid by the Company).

Annex A - Criteria for Nomination to the Board of Directors

1. Directors should be of high ethical character and should have reputations, both personal and professional, consistent with the image and reputation of Catalyst Pharmaceuticals, Inc. (the "Company").
2. Directors should be highly accomplished in their respective fields, with superior credentials and recognition.
3. In selecting directors, the Committee should consider whether a candidate currently serves or previously served as a Chief Executive Officer or Chief Financial Officer of a public company or has experience leading a complex organization.
4. The Committee should seek to have some directors who have significant experience in the pharmaceutical industry.
5. In selecting directors, the Committee should consider the interplay of a candidate's knowledge, expertise, skills and experience with that of the other members of the Board of Directors ("Board") in order to build a Board that is effective, collegial and responsive to the needs of the Company.
6. Each director should have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.
7. The majority of directors on the Board should be "independent," not only as that term may be legally defined, but also without the appearance of any conflict in serving as a director. In addition, directors should be independent of any particular constituency and be able to represent all stockholders of the Company. Directors should not have any material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues.
8. Directors should be willing and capable to take the time to actively participate in meetings of the Board and its committees and related activities.
9. Directors should be available to remain on the Board long enough to make an effective contribution.
10. Each director should have the ability to exercise sound business judgment.