

SONTRA MEDICAL CORPORATION

Nominating Committee Charter

A.Purpose

The purpose of the Nominating Committee is to: (i) identify individuals qualified to become Board members; and (ii) select the persons to be nominated by the Board for election as directors at the annual meeting of stockholders.

B.Structure and Membership

1. Number. The Nominating Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of Nasdaq, each member of the Nominating Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Nominating Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating Committee shall be appointed by the Board upon the recommendation of the Committee. The Board may remove members of the Nominating Committee from such Committee, with or without cause.

C.Authority and Responsibilities

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating Committee shall have sole responsibility and authority for identifying the persons to be nominated by the Board for election as directors at the annual meeting of stockholders. The Committee shall also have sole responsibility and authority for identifying persons to be elected by the Board to fill any vacancies on the Board.
2. Criteria for Selecting Directors. The Board’s criteria for selecting directors are as set forth in Attachment A hereto. The Nominating Committee shall use such

criteria to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole.

3. Search Firms. The Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee, with consideration given to the Company's financial condition and budgetary process.

D.Procedures and Administration

1. Meetings. The Nominating Committee shall meet as often as it deems necessary in order to be perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Nominating Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Nominating Committee shall report regularly to the Board.
4. Charter. The Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Nominating Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Nominating Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Approved by the Board of Directors of Sontra Medical Corporation on February 4, 2004.

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Criteria for Nomination as a Director

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

1. The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating Committee shall consider the existing directors' performance on the Board and any committee.

Criteria for Composition of the Board

1. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

