

CYTOGEN CORPORATION

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

Adopted August 10, 2004

The charter of the Research and Development Committee (the “R&D Committee”) of the Board of Directors (the “Board of Directors”) of Cytogen Corporation (the “Company”) is as follows, subject to amendment by the Board of Directors from time to time:

A. Purpose

The purpose of the R&D Committee is: (i) to review the Company’s strategy and policy with respect to its scientific, research and development activities and related matters and to provide oversight of the Company’s management of those activities; and (ii) to assist the Board of Directors in evaluating the Company’s strategic business decisions. In fulfilling the foregoing functions, the R&D Committee should endeavor to maintain free and open means of communication between the members of the R&D Committee, other members of the Board of Directors and the management of the Company. The R&D Committee will not serve to review the ongoing, day-to-day scientific and technical issues related to the Company’s technologies and business. Such issues will be handled by management.

B. Structure and Membership

1. Number. R&D Committee membership shall consist of at least two non-employee directors. The members of the R&D Committee shall be appointed by the Board of Directors.
2. Compensation. The compensation of R&D Committee members shall be as determined by the Board of Directors from time to time.
3. Selection and Removal. Members of the R&D Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the R&D Committee from such committee at any time, with or without cause.

C. Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board of Directors, the Committee shall be responsible for the following matters:

General

1. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Strategy

2. The Committee will meet with management, representatives of the Company's research department and/or the Company's outside advisors, as appropriate, to review the Company's strategy with respect to scientific, research and development activities, including, but not limited to, the Company's annual research and scientific plans, the research being and planned to be conducted by the Company and associated entities, the Company's interactions with academic and independent research and scientific organizations, the resources being devoted to research and scientific activities, the Company's approaches for acquiring and maintaining its technological position and the presentation of the results of research. Additionally, one or more members of the R&D Committee shall attend meetings or other events, at the request of the Company's management.

New Developments

3. The Committee will advise the Board of Directors and the Company on emerging concepts in oncology and their potential impact on the Company's products and marketing efforts.

Policy

4. From time to time, as needed or appropriate, the Committee will review and offer guidance with respect to the Company's policies on science, research and development, including but not limited to policies relating to ethics, research misconduct, human subjects, and other relevant issues.

Intellectual Property

5. The Committee shall provide oversight of the Company's overall intellectual property portfolio and strategy on an ongoing basis.

Guidance and Oversight

6. The Committee is responsible for providing general guidance and oversight into the Company's scientific and research and development activities and matters related thereto

Communication

7. The Committee will provide a channel for communications between the Board of Directors and Company management with respect to scientific and research and development issues and activities.

Other Matters

8. The Committee shall review such other matters as the Board of Directors, the Chief Executive Officer, or any other employee of the Company as delegated by the Chief Executive Officer may wish to submit to the Committee.

D. Procedures and Administration

1. Meetings. The Committee should meet as frequently as considered necessary by the Committee or as requested by the Company's management, and shall meet at least annually. The R&D Committee may also act by unanimous written consent in lieu of a meeting. The R&D Committee shall keep such records of its meetings as it shall deem appropriate.
2. Reports to Board of Directors. The R&D Committee shall report regularly to the Board of Directors.
3. Charter. At least annually, the R&D Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
4. Resources. The R&D Committee shall be authorized to access such internal and, in consultation with senior management, external resources as the R&D Committee deems necessary or appropriate to fulfill its defined responsibilities. Expenditures for external resources that are expected to be material and outside the ordinary course of the R&D Committee's practices shall be recommended by the R&D Committee for the approval of the full Board of Directors.
5. Committee Self Assessment and Charter. The Committee shall periodically review, discuss and assess its own performance as well as the Committee's role and responsibilities, seeking input from senior management, the full Board of Directors and others. The Committee shall review, as it deems necessary, the Committee's Charter and shall recommend any proposed changes for approval by the full Board of Directors.

6. Subcommittees. The 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.
7. Investigations. The 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.