

**CHARTER FOR THE
NOMINATION AND GOVERNANCE COMMITTEE
OF
CYTRX CORPORATION**

(As amended by the Board of Directors on October 4, 2013)

1. PURPOSE.

The purpose of the Nomination and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**” and, each member of the Board, a “**Director**”) of CytRx Corporation (the “**Company**”) is to assist the Board in discharging its duties relating to corporate governance and the composition and evaluation of the Board.

2. STATEMENT OF POLICY.

The Committee’s primary duties and responsibilities are to:

- Identify individuals qualified to become Directors.
- Select, or recommend to the Board, nominees for each election of Directors.
- Develop and recommend to the Board criteria for selecting qualified Director candidates.
- Consider qualifications, appointment and removal of members of each committee of the Board.
- Regularly review and advise the Board with respect to corporate governance principles and policies applicable to the Company.
- Provide oversight in the evaluation of the Board and each committee of the Board.

The Committee will fulfill these responsibilities by carrying out the activities enumerated in Section 5 of this Charter. The Committee may augment the activities defined by Section 5 at its discretion in order to comply with the requirements of the Sarbanes-Oxley Act, the requirements of Nasdaq and the Securities and Exchange Commission (the “**SEC**”) and any other applicable laws and regulations.

3. COMPOSITION.

The Committee shall consist of at least three (3) but not more than five (5) directors, each of whom will be an “independent director” within the meaning of the applicable Nasdaq rules and any rule or regulation prescribed by the SEC now or in the future.

The members of the Committee, including its Chair, will be appointed annually by the Board. Committee members will serve at the discretion of the Board.

4. MEETINGS.

The Committee shall meet four (4) times annually, or more frequently, as circumstances dictate. A meeting may be called by the Chair or at the direction of the Chair at the request of any member of the Committee. The Committee may meet in person or by phone and shall have the authority to act by written consent. A majority of the total authorized number of members of the Committee will constitute a quorum at all Committee meetings, and the affirmative vote or written consent of a majority of the authorized number of members shall be necessary and sufficient to take any Committee action.

All non-employee Directors may attend and observe meetings of the Committee. In such case, however, any Director who is not a member of the Committee shall neither participate in any discussion or deliberation at such meeting unless the Committee so requests and, in no event, shall any Director who is not a member of the Committee be entitled to vote on any Committee matters.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

5. COMMITTEE RESPONSIBILITIES AND AUTHORITY.

Pursuant to the Committee's purpose, the Committee shall:

- Oversee the Company's corporate governance practices and develop and recommend to the Board a set of Corporate Governance Guidelines.
- Review and recommend to the Board the creation of and amendments to the Company's corporate governance documents. Those documents include, without limitation, the Company's Bylaws, Certificate of Incorporation, charters of the committees of the Board (including this Charter), the Company's Code of Business Conduct and Ethics and Corporate Governance Guidelines.
- Review and make appropriate recommendations to the Board regarding the Board and the Board's committee structure.
- Assist the Board to identify qualified Director candidates, select nominees for election as Directors at meetings of stockholders and select candidates to fill vacancies on the Board. In connection with the identification and recommendation of Board candidates, the Committee shall develop criteria to be used in making such recommendations and shall present such criteria to the Board. Such criteria may include, without limitation:
 - personal and professional integrity, ethics and values;

- prior experience in corporate management – for example, serving as an officer of a publicly held company;
 - experience in the Company’s industry;
 - experience as a board member of other publicly held companies;
 - ability to make independent analytical inquiries;
 - academic expertise in an area of the Company’s operations;
 - practical and mature business judgment; and
 - ability to attend scheduled and special meetings of the Board and committees of the Board.
- Have the sole authority, in connection with the identification of qualified Director candidates, to retain and terminate any search firm for such purpose (including the authority to approve any such firm’s fees and other retention terms).
 - Create and recommend to the Board a policy regarding the consideration of Director candidates recommended by stockholders and procedures for stockholders’ submission of nominees of Director candidates.
 - Have full access to the Company’s executives, personnel and advisors as necessary to carry out its responsibilities.
 - On an annual basis, review and evaluate the performance of the Board, and each Director, in connection with determining whether to nominate Directors for reelection at the end of their terms. In connection therewith, the Committee shall consider and may recommend the removal of a Director, in accordance with the terms of the Company’s Certificate of Incorporation, Bylaws and Corporate Governance Guidelines (including the use of criteria similar to those set forth above).
 - Establish criteria for the Board and for all committees (including the Committee) to use to evaluate their performance on annual basis.
 - On an annual basis, oversee the Board’s evaluation of its own performance.
 - On an annual basis, evaluate the performance of the Committee in light of its purpose and the criteria established for the evaluation of Board committees.
 - Review this Charter at least annually, as conditions dictate, and recommend any changes to the Board.
 - Oversee developments related to corporate governance and advise the Board in connection therewith.

- Oversee the Chief Executive Officer succession planning process, including an emergency succession plan, in the event of the death or disability of the CEO. The full Board of Directors is responsible for selecting the Chairman of the Board and CEO (whether those positions are occupied by one or more individuals).
- Report to the Board on the major items covered at each Committee meeting.
- Investigate any matter brought to its attention within the scope of its duties.
- Have the authority, to the extent it deems necessary or appropriate, to retain legal or other advisors. In the event that the Committee chooses to engage any such advisors, the Company shall provide appropriate funding, as determined by the Committee, for the payment of such advisors.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

6. MINUTES.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

7. COMPENSATION.

Members of the Committee will be eligible to receive fees or other compensation for their service as Committee members as determined by the Board. Changes in such compensation will be determined by the Board in its sole discretion.

8. DELEGATION OF DUTIES.

Subject to the Company's Certificate of Incorporation and Bylaws and applicable laws and rules of markets in which the Company's securities then trade, in fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.