

**PET DRX CORPORATION
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS**

Organization

There shall be a standing committee of the board of directors (the “Board”) of Pet DRx Corporation (the “Company”) known as the Nominating and Corporate Governance Committee (the “Committee”). This charter shall govern the operations of the Committee.

Membership and Qualifications

The membership of the Committee shall be appointed by the Board and shall consist of at least two directors. Each member of the Committee shall be, at all times while a member of the Committee, free of any relationship that, in the opinion of the Board, would interfere with the member’s individual exercise of independent judgment and shall otherwise meet the independence requirements for serving on nominating and corporate governance committees as set forth in the corporate governance requirements of such other exchange or self-regulatory organization on which the Company’s securities are listed or quoted for trading, or if the Company’s common stock is not listed on any national securities exchange, the independence requirements applicable to companies listed on The Nasdaq Stock Market; provided however, that one member who is not independent may be appointed to the Committee if and to the extent permitted by the rules of such exchange. Each member shall also be considered independent under the federal securities laws and the rules and regulations of the Securities and Exchange Commission, as the same may be amended from time to time.

The Board shall be responsible for determining “independence” of Committee members. The Board shall appoint one member of the Committee as chair. The chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments, supervising the preparation of minutes and reporting to the Board.

Purpose

The primary purpose of the Committee is to:

- identify individuals qualified to become Board members;
- recommend director nominees for each annual meeting of the Company’s stockholders and director nominees to fill any vacancies that may occur between meetings of stockholders;
- be aware of the best practices in corporate governance and develop and recommend to the Board a set of corporate governance standards to govern the Board, its committees, the

company and its employees in the conduct of the business and affairs of the company;
and

- develop and oversee the annual Board and Board Committee evaluation process.

Authority

The Committee has the power and authority to engage and determine funding for outside counsel or other experts or advisors as the Committee deems necessary or appropriate to carry out its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for any advisors employed by the Committee as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Notwithstanding any other provisions of this Charter, during the term of the Voting Agreement entered into as of January 4, 2008 among the Company and certain stockholders named therein (the "Voting Agreement"), the authority and responsibilities of the Committee are subject to the Voting Agreement, which provides that certain stockholder groups have the right to designate directors.

Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- make recommendations to the Board regarding the size and composition of the Board;
- consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or the Company's stockholders. The Committee may adopt as it deems appropriate policies and procedures with regard to the process for identifying and evaluating nominees for director, the consideration of any director candidates recommended by the Company's stockholders, the submission of recommendations by stockholders, any specific, minimum qualifications that the Committee believes must be met by a Committee recommended nominee for a position on the Board and any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess;
- recommend on an annual basis a slate of director nominees for approval by the Board of Directors and the stockholders;
- review the appropriateness of the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;

- generally advise the Board on emerging corporate governance matters for potential incorporation into the Company's policies and procedures;
- develop, implement and administer an annual Board and Board Committee evaluation process; and
- review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for its approval.

Delegation to Subcommittees

The Committee shall have the power and authority to delegate any of its duties and responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. Notice of such delegation shall be provided to the Board.