

AURIGA LABORATORIES, INC.

**CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS**

Reviewed & Adopted on: February 23, 2007

A. Purpose of the Governance Committee

The Nominating and Corporate Governance Committee (the "Governance Committee") is a committee of the Board of Directors (the "Board") of Auriga Laboratories, Inc. (the "Company"). The purpose of the Governance Committee is to (1) identify individuals who are qualified to become members of the Board, consistent with criteria approved by the Board, (2) select, or recommend for the Board's selection, the director nominees for each annual meeting of shareholders, (3) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (4) oversee the annual evaluation of the Board and Company management, and (5) perform such other actions within the scope of this Governance Committee Charter as the Governance Committee deems necessary or advisable.

B. Governance Committee Membership

The Board shall determine the size of the Governance Committee, provided that the Governance Committee shall consist of at least two members. The Board shall select the members of the Governance Committee, and the Board shall have the right and power to remove and replace Governance Committee members at any time and from time to time. Unless the Board selects a Chairman, the members of the Governance Committee may designate a Chairman by majority vote.

Each member of the Governance Committee shall be a director of the Company who satisfies any and all applicable independence requirements of the rules and regulations of the American Stock Exchange ("AMEX") and of the Securities and Exchange Commission. However, as permitted by AMEX's "exceptional and limited circumstances" rule, the Board has discretion to appoint one Governance Committee member who is not independent under AMEX's rules and regulations so long as such director (1) is not an officer or employee of the Company, (2) does not serve as the Chairman of the Governance Committee, (3) does not serve on the Governance Committee for more than two years, and (4) the Governance Committee has at least two other independent members.

C. Meetings of the Governance Committee

The Governance Committee shall meet as often as it determines is necessary or appropriate, which will be at least annually. The provisions of the Company's Bylaws that govern the conduct of Board committees shall govern the Governance Committee. The Governance Committee may adopt other procedural rules that are not inconsistent with the Bylaws.

D. Authority and Responsibilities of the Governance Committee

The Governance Committee shall:

1. Evaluate the size and composition of the Board, develop criteria for Board membership (including the criteria set forth in Appendix A hereto), and evaluate the independence of existing and prospective directors.

2. Seek and evaluate qualified individuals to become new directors as needed. Establish procedures to review and recommend to the Board potential director nominees proposed by shareholders, and evaluate whether current Board members should be nominated for re-election.

3. Select, or recommend for the Board's selection, the director nominees for each annual meeting of shareholders and director nominees to fill vacancies on the Board.

4. Evaluate the nature, structure and operations of other Board committees. Make recommendations to the Board as to the qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.

5. Develop and recommend to the Board a set of corporate governance principles applicable to the Company. Monitor and reassess from time to time these corporate governance principles.

6. Take such actions as the Governance Committee deems necessary or appropriate with respect to oversight of the annual evaluation of the Board and management.

7. Annually review the Governance Committee's own performance. Annually review the adequacy of this Governance Committee Charter, and recommend any proposed changes to the Board for approval.

8. Have the authority, to the extent the Governance Committee deems necessary or appropriate, (a) to retain at the Company's expense independent advisers to the Governance Committee, and (b) to conduct investigations into any matters that are within the scope of the Governance Committee's responsibilities.

9. Have the authority, in the Governance Committee's discretion, to decide whether to retain at the Company's expense a search firm to assist the Governance Committee in identifying, screening and attracting director candidates.

10. Discuss with the Company's counsel legal matters that may have a material impact on the Governance Committee's responsibilities described in this Governance Committee Charter. Have unrestricted access to the Company's independent accountants, counsel, officers and employees for purposes related to the Governance Committee's activities under this Governance Committee Charter.

11. Provide regular reports to the Board regarding the Governance Committee's activities, recommendations and decisions.

12. Perform such other activities that are consistent with this Governance Committee Charter, the Company's Bylaws, applicable law and Board directives as the Governance Committee determines are required or appropriate in order to carry out its responsibilities.

APPENDIX A

CRITERIA FOR DIRECTOR NOMINEES

In making recommendations to the Company's Board of nominees to serve as directors, the Governance Committee will examine each director nominee on a case-by-case basis, regardless of who recommended the nominee, and take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge. However, the Board and the Governance Committee believe the following minimum qualifications must be met by a director nominee to be recommended by the Governance Committee:

Each director must display high personal and professional ethics, integrity and values.

Each director must have the ability to exercise sound business judgment.

Each director must be accomplished in his or her respective field, with broad experience at the executive and/or policy-making level in business, government, education, technology or public interest.

Each director must have relevant expertise and experience, and be able to offer advice and guidance based on that expertise and experience.

Each director must be able to represent all shareholders of the Company and be committed to enhancing long-term shareholder value.

Each director must have sufficient time available to devote to activities of the Board and to enhance his or her knowledge of the Company's business.

The Board also believes the following qualities or skills are necessary for one or more directors to possess:

At least one independent director should have the requisite experience and expertise to be designated as an "audit committee financial expert" as defined by applicable rules of the Securities and Exchange Commission.

One or more of the directors generally should be active or former executive officers of public or private companies or leaders of major complex organizations, including commercial, scientific, government, educational and other similar institutions.

Directors should be selected so that the Board is a diverse body.