GEOVAX LABS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Committee Purpose

The Board of Directors (the "Board") of GeoVax Labs, Inc. (the "Company") has established the Nominating and Governance Committee (the "Committee") to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and to ensure that the Company has and follows appropriate governance standards, subject to the limitations and requirements of Section 141 of the General Corporation Law of the State of Delaware (the "DGCL") and the provisions of this Charter. To carry out this purpose, the Committee shall: (A) assist the Board in identifying individuals qualified to become directors and committee members and to recommend to the Board the director nominees; (B) develop and recommend to the Board policies and guidelines relating to, and generally overseeing matters of, corporate governance and conflicts of interest; (C) lead the Board in its annual review of the performance of the Board and its committees; and (D) carry out the duties and responsibilities delegated by the Board relating to any matters required by the federal securities laws.

II. Committee Membership and Procedure

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of The Nasdaq Stock Market, LLC, as may be amended from time to time, and any other applicable regulatory requirements, and at least one member of the Committee shall also be a member of the Audit Committee.

The Board will appoint the members of the Committee annually. The members will serve until their successors are appointed or until their earlier death, resignation, disqualification or removal. Each member of the Committee will serve at the pleasure of the Board and may be removed at any time with or without cause. Vacancies in the membership of the Committee by means of death, resignation, disqualification or removal shall be filled by a majority vote of the Board. The Board shall designate the Chair of the Committee or, if it fails to do so, the members of the Committee shall elect a Chair by majority vote. The Committee may form and delegate authority to subcommittees in its sole discretion.

The Committee will meet at least once a year and at such other times as are necessary to carry out its responsibilities. The Chair of the Committee may call meetings of the Committee.

The Committee will record and maintain minutes of its meetings. The Chair of the Committee or a Committee member designated by the Chair will make a report to the Board of the Committee's meetings, actions taken at meetings or by consent, and recommendations made since the most recent Board meeting at or before the next meeting of the Board, unless the Committee has previously circulated an interim report addressing the matter or matters. The Chair of the Committee or a Committee member designated by the Chair will retain records of the minutes of the meetings and presentation materials, which may be accomplished by designating a senior executive of the Company to retain such records of the minutes of the meetings and presentation materials in the Company's electronic records in a manner accessible by any member of the Committee upon request.

III. Committee Authority and Responsibilities

A. ***Nominating***. The Committee shall:

1. Develop and review on a periodic basis policies on the size and composition of the Board and qualification criteria for Board members to ensure proper and required expertise and diversity among its members and to manage the risks associated with conflicts of interest and director independence and, when appropriate, make recommendations to the Board concerning the criteria for membership, the size and composition of the Board and its committees, and the chairing of the Board and its committees;

2. Evaluate, approve and recommend for Board consideration candidates for election as directors;

3. Have the authority to retain and terminate any search firm to be used to identify director candidates and have the authority to approve the search firm's fees and other retention terms;

4. Receive, review and evaluate suggestions concerning possible candidates for election to the Board, including self-nominations, nominations from stockholders and other third-party nominations;

5. Recommend to the Board individuals to fill vacancies occurring from time to time on the Board, including vacancies resulting from an increase in the size of the Board;

6. Review and make recommendations to the Board regarding the independence of the members of the Board; and

7. Recommend to the Board the slate of nominees to be proposed for election at each annual meeting of stockholders.

B. ***Corporate Governance***. The Committee shall:

1. Develop and recommend to the Board a set of corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines for the Company and its directors, officers and employees;

2. Review and reassess at least annually the adequacy of the Company's corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines in light of emerging issues and developments related to corporate governance and other factors and formulate and recommend any proposed changes to the Board for approval;

3. Generally advise the Board as a whole on corporate governance matters;

4. Review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval;

5. Annually review its own performance;

6. Solicit input from all directors and conduct an annual review of the effectiveness of the Board and its committees and present its assessment of the performance of the Board and its committees to the full Board following the end of each fiscal year;

7. In conjunction with the Company's management, establish and conduct orientation programs for new directors that are designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities;

8. Periodically consider whether to require all executive officers and non-employee directors to own and hold a specific monetary amount or number of shares of the Company's common stock while serving as an executive officer or director of the Company, and if such ownership levels are imposed, the amount of time that such executive officers and non-employee directors would be given to acquire such ownership;

9. Periodically consider whether to adopt a policy requiring members of senior management to retain all or a substantial portion of the equity compensation awards made by the Company to such person throughout his or her tenure with the Company or for a period of time thereafter;

10. Conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities under this Charter or as may be assigned to it by the Board from time to time;

11. Annually review a management and Chief Executive Officer succession plan; and

12. Perform any other activities consistent with this Charter, the DGCL, the Company's bylaws, any guidelines or other policies adopted by the Board from time to time, and other applicable law, rule, or regulation as the Committee or the Board deems necessary or appropriate.

C. ***Additional Resources***. The Committee:

1. Shall have the right to use reasonable amounts of time of the Company's independent auditors, internal audit personnel and other internal staff and legal counsel, and also shall have the right to hire outside accountants, outside legal counsel and other advisers to assist and advise the Committee in connection with its responsibilities and to terminate such outside advisers.

2. Shall have the authority to approve fees and engagement terms related to the hiring of advisers; provided that the Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants and advisers and shall obtain Board approval for expenditures exceeding, in the aggregate, $100,000 in any one fiscal year.

Adopted as of March 9, 2022.