

STRATEGY COMMITTEE CHARTER

CORMEDIX INC.

A. Purpose

The Strategy Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of CorMedix Inc. (the “Company”) to assist the Board in discharging its oversight duties with respect to evaluating and reviewing Potential Transactions (as defined below) related to the Company and its subsidiaries and other controlled affiliates, and to make related recommendations to the Board. The Committee’s role is one of oversight, and management is responsible for the execution of the Company’s strategic initiatives

B. Committee Membership and Qualifications

The Committee shall be comprised of at least three members of the Board. Except as permitted by applicable rules of Nasdaq Global Market (“Nasdaq”) or such other exchange on which the Company’s securities are listed, each member of the Committee shall qualify as an independent director under applicable Nasdaq listing standards and other applicable laws and regulations.

Committee members shall be appointed by the Board. The Board may, at any time, remove any member of the Committee and fill the vacancy. The Committee’s Chair (Chair) shall be designated by the Board.

C. Committee Authority and Responsibilities

The following shall be the principal responsibilities of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may diverge from or supplement them as it considers appropriate or as determined by the Board, to the extent permitted by applicable laws and listing standards.

1. The Committee shall assist management in evaluating business development opportunities and shall review, assess, evaluate and, if appropriate, recommend to the Board any potential acquisition, disposition, financing, re-financing, recapitalization or other similar transaction involving the Company and/or any of its subsidiaries, in each case involving an amount in excess of \$10,000,000 (each such transaction, a “Potential Transaction”). The chief executive officer (“CEO”) shall not be required to present to the Committee any business development matter falling within the CEO’s delegation of authority, but may elect to do so in his or her discretion.
2. The Committee shall provide the Board with reports, as necessary.

3. The Committee shall perform such other functions as may be directed by the Board from time to time.

D. Committee Resources

The Committee shall have the authority to retain independent advisors to assist in carrying out its responsibilities, as the Committee, in its sole discretion deems appropriate. The Committee shall have sole authority to approve the terms of such engagements, including fees, which shall be funded by the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any such advisors

Any Potential Transactions recommended by the Committee shall be subject to approval of the Board and may not be consummated by the Company without Board approval.

E. Meetings

The Committee shall meet at least two times per year and more frequently as circumstances require. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and, if a quorum is present, any action approved by at least a majority of the members present shall constitute a valid action of the Committee.

The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee may form subcommittees and delegate authority to them or to one or more of its members when appropriate.

The Committee may, at its discretion, include in its meetings members of the Company's management or any other people whose presence the Committee believes necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any management director who is not a member of the Committee.

F. Minutes

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

G. Evaluation and Charter Review

The Committee shall conduct an annual self-evaluation of its performance. The Committee shall also review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board.

H. Amendment

Only the Board may amend this Charter.

