

JAGUAR ANIMAL HEALTH, INC.
NOMINATING COMMITTEE CHARTER

A. Purpose

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Jaguar Animal Health, Inc. (the “Company”) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board any nominees for director, to lead the Board in its annual review of the Board’s performance, and to recommend to the Board director nominees for each committee of the Board.

B. Membership

The member(s) of the Committee shall be appointed by the Board. One member of the Committee shall be appointed as Committee Chairperson by the Board. Committee members may be replaced by the Board.

The Committee shall consist of at least one member. Each member of the Committee shall meet NASDAQ Stock Market (“NASDAQ”) independence requirements. However, the Committee may rely upon any cure period or other exception available under NASDAQ rules.

C. Responsibilities and Authority

1. *Selection of Director Nominees.* Except where the Company is legally required by contract, by-law or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with any criteria approved by the Board, and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders.

2. *Qualifications of Directors.* The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

3. *Search Firms.* The Committee shall have sole authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm’s fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

4. *Selection of Committee Members.* The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

5. *Oversight of Board Committees.* The Committee shall periodically review the composition of each Board Committee and make recommendations to the Board for changes or rotation of committee members, any changes in committee charters, taking into account input of the Board committees, as applicable, the creation of additional Board committees, or the dissolution of Board committees.

6. *Evaluation of the Board.* The Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

7. *Risk Assessment.* The Committee shall, from time to time as it deems appropriate, review and assess the independence of, and any potential conflicts of interest related to, the Board or individual directors.

8. *Corporate Governance.* The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

9. *Additional Duties.* The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. *Meetings.* The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting Chairperson of such meeting.

2. *Subcommittees.* The Committee may form and delegate authority to one or more subcommittees as it deems appropriate.

3. *Reports to Board.* The Committee shall report regularly to the Board.

4. *Charter.* At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. *Self-Evaluation.* The Committee shall periodically evaluate its own performance and report to the Board on that self-evaluation.

6. *Independent Advisors.* The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

7. *Investigations.* The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.