

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
STEREOTAXIS, INC.
(Adopted: March 2004)
(Revised: May 24, 2007, October 16, 2008)

I. STATEMENT OF PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) will assist the Board of Directors (the “Board”) of Stereotaxis, Inc. (the “Company”) in evaluating potential Director nominees, overseeing the composition and structure of the Board and the committees thereof and developing and implementing the Company’s corporate governance standards.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of at least three members of the Board of Directors, with the number of members to be determined from time to time by the Board. The members shall be designated by the Board of Directors, and all members of the Committee shall be independent pursuant to Rule 4200(a)(15) of The Nasdaq Stock Market Rules (except as permitted by Rule 4350(c)(4)(C)), or the applicable rule governing director independence of such other national market system or exchange on which the Company’s stock may be traded from time to time, or any successor rules.

III. MEETINGS

The Committee shall meet at least two (2) times annually, or more frequently as the Committee may from time to time determine may be appropriate. Unless the Board has previously designated the Chair, the members of the Committee shall designate a Chair by majority vote. Two or more committee members shall constitute a quorum.

Teleconferences may also be held at such other times as shall be reasonably requested by the Chair of the Board, Chair of the Committee or any two of the other Committee members.

At the invitation of the Committee Chair, the meetings will be attended by the Chair of the Board, Chief Executive Officer, representatives from any director search firm retained by the Company, and/or other persons as are appropriate to matters under consideration.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE.

The duties and responsibilities of the Committee shall include the following:

1. Oversee the structure and operations of the Board and suggest to the Board any recommended changes thereto.
2. The Committee shall periodically review the following: (i) a policy regarding the Committee’s consideration of candidates proposed by shareholders; (ii) a description of the minimum criteria, as well as special skills and qualities, that the Committee believes are

necessary for one or more of the Company's Directors to possess; and (iii) a description of the Committee's process for identifying and evaluating Director nominees (including candidates recommended by shareholders).

3. The Committee shall identify, evaluate and recommend to the Board for determination all nominees for Board membership, whether such nominees are for the slate of Director nominees to be proposed to shareholders or nominees to be elected by the Board to fill vacancies on the Board.

4. The Committee identifies potential Director nominees from numerous sources, including, but not limited to, other members of the Board, members of the Company's management, director search firms and the Company's shareholders.

5. Recommend to the Board committee structure and responsibilities, committee appointments, committee chairs and the rotation of chairperson and committee appointments as the Committee may determine to be in the best interests of the Company.

6. Evaluate the effect of any change in the personal or professional status of any Director and request that the Board request the resignation of any such Director if necessary.

7. Develop and recommend to the Board of Directors, and periodically review a set of corporate governance guidelines and principles applicable to the Company, make recommendations to the Board of Directors concerning any changes deemed appropriate, and review issues that arise in connection with such guidelines and principles.

8. Review periodically and revise a set of healthcare compliance policies applicable to the Company, covering such areas as the Committee may determine useful or necessary to the Company, and review issues that arise in connection with such guidelines and principles.

9. Discuss at least annually with the Company's designated healthcare and/or corporate compliance officer the effectiveness of the Company's healthcare compliance and training policies and programs.

10. The Committee shall have the authority to engage independent advisors, including director search firms, at Company expense, as the Committee may determine necessary in carrying out its responsibilities hereunder.

11. Review this Charter on an annual basis and make recommendations to the Board of Directors concerning any changes deemed appropriate.

12. Report actions of the Committee periodically to the Board of Directors with such recommendations for action as the Committee deems appropriate.

13. Maintain minutes or other records, either separately or within the minutes of the Board of Directors, of meetings and activities of the Committee.