

PURE BIOSCIENCE, INC.

CORPORATE GOVERNANCE GUIDELINES

1. General. The Board of Directors (the “**Board**”) of PURE Bioscience, Inc. (the “**Company**”) has the responsibility to organize its functions and conduct its business in the manner it deems most effective and efficient, consistent with its duties of good faith, due care and loyalty. In that regard, the Board has adopted a set of flexible policies to guide its governance practices in the future. These practices, set forth below, will be regularly re-evaluated by the Board in light of changing circumstances in order to continue serving the best interests of the Company and its stockholders. These practices are in addition to, and are not intended to change or interpret, any Federal or state law or regulation applicable to the Company, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Act, the Delaware General Corporation Law, the Certificate of Incorporation or Bylaws of the Company or any rule or regulation of any stock exchange. Accordingly, this summary of current Corporate Governance Guidelines is not a fixed policy or resolution by the Board, but merely a statement of current guidelines that are subject to continuing assessment and change.

2. Role of Board. The Board serves as the representative and acts on behalf of all of the Company’s stockholders. In representing the Company’s stockholders, the basic responsibility of each director on the Board is to exercise their business judgment in good faith to act in what they reasonably believe to be the best interests of the Company. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of their fellow directors and of the Company’s senior executives, outside advisors and outside auditors. The Board’s primary functions are to:

- (a) Oversee management in the conduct of the Company’s businesses;
- (b) Oversee management’s efforts to establish and maintain for the Company the highest standards of legal and ethical conduct in all of its businesses, including conformity with all applicable laws and regulations;
- (c) Review, evaluate and, where appropriate, approve, the Company’s major strategies and long-term plans and its performance against broad financial objectives;
- (d) Select, evaluate and compensate the Company’s Chief Executive Officer and other executive officers and review management succession planning;
- (e) Oversee management’s efforts to protect the Company’s assets through the maintenance of appropriate accounting, financial reporting and financial and other controls;
- (f) Provide advice and counsel to senior management;
- (g) Evaluate the overall effectiveness of the Board and its Committees;

and

(h) Evaluate, select and recommend an appropriate slate of candidates for election as directors.

3. Board Selection and Composition.

(a) Board Selection. The Board is responsible for selecting candidates for election as directors.

(b) Board Membership Criteria. The Board will review from time to time the appropriate skills and characteristics required of Board members in the context of the make-up of the Board and develop criteria for identifying and evaluating candidates for the Board. Those criteria shall include, among other things, an individual's business experience and skills (including skills in core areas such as operations, management, technology, healthcare industry knowledge, accounting and finance, leadership, strategic planning and international markets), independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Board will seek to achieve diversity of occupational and personal backgrounds on the Board.

(c) Board Independence. A majority of the Board must be comprised of directors who meet the NYSE MKT definition of "independence," as determined by the Board. The Board will assess at least annually the independence of each director and, make a determination as to which members are independent. In addition to the independence standards applicable to directors generally, the members of the Audit and the Compensation Committees may be subject to additional requirements to qualify for service on these Committees, as set forth in the respective charters for these committees.

(d) Board and Company Leadership. The Board is responsible for the selection of the Chairman of the Board and the Chief Executive Officer.

(e) Presiding Director. If the Chairman of the Board is an employee of the Company, or at other times determined by the Board, an independent director selected by the independent directors will preside at meetings of the directors, and will serve as the Presiding Director in performing such other functions as the Board may direct, including advising on the selection of Committee Chairs and advising management on the agenda for Board meetings. It is not anticipated that any independent director will be selected for more than three consecutive years as the Presiding Director.

(f) Size of the Board. The Board will regularly evaluate the size of the Board. Although the actual number will vary from time to time, generally the Board will range in size between 4 and 7 members.

(g) Board Orientation and Continuing Education. An understanding of the Company's business is required to enable a director to make a substantial contribution to the Board. Accordingly, all new directors will participate in an orientation program developed by the Company after their election to the Board. The orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its

Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. Directors are encouraged to participate in continuing education developed by the Company or programs provided by outside sources and will be reimbursed their reasonable expenses for such education.

(h) Continuation of Service.

(i) Re-Nomination. The Board will assess the contributions and independence of directors on an annual basis to determine whether serving directors should be requested to stand for reelection and continue service on the Board.

(ii) Term Limits or Retirement Age. The Board does not believe it should establish term limits or a mandatory retirement age. While term limits and mandatory retirement can make fresh ideas and viewpoints available to the Board, these limitations can also result in the loss of directors who have been able to develop, over a period of time, an increasing insight into the Company and its operations. As an alternative to term limits and mandatory retirement, the Board will review each director's continuation on the Board when he or she is considered for re-nomination. This will also allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

(iii) Change of Responsibility of Director. A non-employee director shall advise the Board immediately of any change of his/her principal occupation or business association(s). The Board shall determine what, if any, action shall be taken with regard to the individual continuing as a director.

(iv) Former Chief Executive Officer. When the Chief Executive Officer resigns or retires, he or she shall tender his or her resignation from the Board to the Board at that time.

(v) Number of Other Directorships. Non-management directors should not serve on more than three public company boards in addition to the Company's Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Company's Board. Non-management directors should advise the Chairman of the Board in advance of accepting an invitation to serve on another board.

(i) Consideration of Stockholder Nominees. The Nominating and Governance Committee will review a reasonable number of candidates for director recommended by a single stockholder or group of stockholders who hold over 20% of the Company's common stock for over one year and who satisfies the notice, information and consent provisions set forth in the Company's Bylaws. Candidates so recommended will be reviewed using the same process and standards for reviewing and recommending candidates to the Board.

4. Committee Matters.

(a) Number, Structure and Independence of Committees. The two standing committees of the Board are the Audit Committee and the Compensation

Committee (the “Committees”). From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. All Committees will be comprised of only directors who meet the NYSE MKT definition of “independence,” as determined by the Board, except as provided in the applicable committee charter. In addition, the charters of the Committees may set forth additional criteria, including any additional requirements under the rules and regulations of the Securities and Exchange Commission, for directors to serve as members on such Committees.

(b) Assignment of Committee Members. The Board is responsible for determining the assignment of Board members to various Committees and the selection of Committee Chairs. While consideration will be given to periodically rotating Committee members, the Board does not have a firm policy mandating rotation of Committee assignments since special knowledge or experience may warrant a particular director serving for an extended period on one Committee.

(c) Frequency of Committee Meetings. Each Committee meets at least four times per year, with the Audit Committee meeting at least quarterly. Committees report regularly to the Board with respect to their activities

(d) Committee Agenda. The Chair of each Committee, in consultation with the Chief Executive Officer, Corporate Secretary and appropriate management liaisons, establishes the Committee’s agenda for its meetings. Committee members are free to suggest the inclusion of items on the agenda.

5. Meetings of the Board.

(a) Agenda. The Chairman of the Board or the Presiding Director, if there is one, in consultation with the Chief Executive Officer and the Corporate Secretary will establish the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda.

(b) Advance Distribution of Board Materials. Information and material that are important to the Board’s understanding of the business to be conducted at each Board meeting will be distributed to the Board before the Board meets. Highly confidential or sensitive matters, and matters that arise immediately prior to Board meetings, may be presented and discussed without prior distribution of background material.

(c) Executive Session of Independent Directors. The independent directors of the Board will regularly meet in executive session. The Chairman of the Board or the Presiding Director, if there is one, will chair these meetings.

(d) Director Attendance. Absent unusual circumstances, each director is expected to attend all Board meetings and all meetings of the Committee(s) of which the director is a member, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Absent unusual circumstances, each director is expected to attend the annual meeting of stockholders.

(e) Board Access to Senior Management. At all times, directors have open access to the Company's senior management. Directors shall use sound business judgment to ensure that such contact does not distract management from performing its duties. Members of the Company's management may be invited to attend and participate in Board and Committee meetings from time to time, at the discretion of the chair of the meeting, to brief the Board and the Committees on particular topics and to bring into Board or Committee meetings managers who can provide additional insight into matters being considered and/or whom senior management believes have future growth potential with the Company and should be given exposure to the members of the Board.

(f) Board Access to Independent Advisors. The Board and the Committees, consistent with their respective charters, have the authority to retain and set the compensation of outside counsel, experts and other advisors as they determine appropriate to assist them in the full performance of their functions.

6. Assessment and Leadership Development.

(a) Evaluation and Compensation of the Chief Executive Officer. The Board, through the Compensation Committee, will conduct an annual evaluation of the performance of the Chief Executive Officer against criteria established by the Board. This evaluation will be shared with the Chief Executive Officer and will be used by the Compensation Committee in determining to the Board the Chief Executive Officer's compensation.

(b) Assessing Board and Committee Performance. The Board will conduct and discuss an annual evaluation of the Board's effectiveness and performance, and each of the Committees will conduct and report to the Board on, an annual self-assessment. The Board will also conduct individual evaluations of each director, not less frequently than once every three years.

(c) Management Development and Succession Planning. The Board is responsible for planning for the succession to the position of Chief Executive Officer and other senior management positions. To assist the Board, the Chief Executive Officer annually will provide the Compensation Committee with an assessment of senior managers and their potential to succeed him or her. The Chief Executive Officer also will make available to the Board, on a continuing basis, recommendations regarding an emergency succession plan which will address who should assume the role of Chief Executive Officer in the event that the Chief Executive Officer becomes unwilling or unable to perform his or her duties. The Chief Executive Officer also will provide the Compensation Committee with an assessment of persons considered potential successors to other senior management positions, including a review of any development plans recommended for such individuals. The results of these reviews will be reported to and discussed with the Board on a regular basis.

(d) Interim Chairman. In the absence of the Chairman, or Presiding Director if there is one, from any meeting of the Board, the directors present shall agree a chairperson for the meeting by majority decision of those present.

7. Other Matters.

(a) Ethics and Compliance. The Board will oversee the establishment of and continuing compliance with, a Code of Business Conduct and Ethics (the “Code of Conduct”) for its employees, including its executive officers and directors. The full text of the Code of Conduct will be posted on the Company’s website. Any waiver from the Code of Conduct must be approved by the Board and disclosed in accordance with applicable law.

(b) Related Party Transactions. The Company will maintain a policy governing the evaluation, consideration and approval of related party transactions (known as the Related Party Transaction Policy and Procedures). The Audit Committee will be responsible for reviewing and approving the Company’s Related Party Transaction Policy and Procedures.

(c) Review of Strategic Plans. The Board will review and evaluate at least annually the long-term strategic and business plans of the Company.

(d) Director Compensation. The form and amount of director compensation will be recommended by the Compensation Committee in accordance with the policies and principles set forth in its charter and any other applicable rules, and based upon an annual review of director compensation. Changes in director compensation, if any, are recommended by the Compensation Committee, and approved by the Board. To more closely align the interest of the directors with those of the Company’s stockholders, typically, a portion of directors’ compensation will be paid in the form of Company common stock or options to purchase Company common stock. No additional compensation is paid to members of the Company’s management for serving on the Board.

(e) Communications from the Press, Stockholders and other Interested Parties. Management shall speak for the Company. Each director shall refer all inquiries from the press, customers, investors or otherwise to the Chief Executive Officer. If any stockholder wishes to address questions regarding the business affairs of the Company directly to the Board, or any individual director, the stockholder shall submit his inquiry in writing to the Chair of the Board. The Company’s Corporate Secretary shall be responsible for and oversee the receipt and processing of stockholder communications. An acknowledgement of receipt shall be sent by the Corporate Secretary to each stockholder submitting a communication. The Company’s Corporate Secretary shall retain a copy of each communication for at least one year from the date of its receipt by the Company.

(f) Prohibition on Personal Loans. The Company does not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any Board member or executive officer.

8. Annual Review. The Board is responsible for reviewing these guidelines at least annually.

Approved: October 24, 2014