

**LIFEVANTAGE CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Amended and Restated by the Board of Directors on April 27, 2017

CHARTER

This charter governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of LifeVantage Corporation (the “Company”). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at www.lifevantage.com.

PURPOSE OF THE COMMITTEE

The purpose of the Committee is to identify individuals qualified to serve as members of the Board of the Company, and recommend nominees for election as directors of the Company, evaluate the Board’s performance, develop and recommend to the Board corporate governance guidelines, and provide oversight with respect to the evaluation of the Board, management, corporate governance and ethical conduct.

MEMBERSHIP OF THE COMMITTEE

- The Committee shall be composed of at least three members of the Board. Such members will be appointed by and serve at the discretion of the Board. Each Committee member will serve on the Committee during his or her respective term as a Board member, subject to earlier removal by a majority vote of the Board. Unless a chair is elected by the Board, the members of the Committee may designate a chair by vote of the Committee. The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.
- As long as the Company’s common stock remains publicly traded, each member of the Committee shall (1) qualify as an “independent” director as defined under applicable NASDAQ rules and (2) qualify as a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”).

RESPONSIBILITIES

The Committee is charged by the Board with the responsibility to:

- (a) Identify and evaluate individuals qualified to serve as members of the Board (including individuals nominated by stockholders in proposals made in writing to the Company’s Secretary that are timely received and that contain sufficient background information concerning the nominee to enable proper judgment to be made as to the nominee’s qualifications) and review such individuals’ compliance with independence and any other legal requirements for Board and committee service and

- establish a process for recruiting suitable candidates to the Board, including identifying the characteristics and skills required by the Board and those existing on the Board;
- (b) Identify and recommend for the Board's selection nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected;
 - (c) Recommend to the Board directors for appointment to its committees and, as appropriate, recommend rotation or removal of directors from Board committees;
 - (d) Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and periodically review and assess the guidelines and recommend changes for approval by the Board;
 - (e) Cause to be prepared and recommend to the Board the adoption of a code of ethics and a code of conduct, and from time to time review and assess the codes, and recommend changes for approval by the Board;
 - (f) Oversee an annual evaluation of the performance of this Committee and the Board, including individual members of the Board, and discuss the evaluation with the full Board;
 - (g) Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work;
 - (h) At least annually, review and reassess this charter and, if appropriate, recommend changes to the Board;
 - (i) Make recommendations to the Board regarding issues of management succession;
 - (j) Perform such other duties and responsibilities as may be assigned to the Committee by the Board;
 - (k) Periodically review the Company's compliance with applicable corporate governance listing requirements of NASDAQ;
 - (l) Review any stockholder proposals received for inclusion in the Company's proxy materials and approve any responses to such proposals; and
 - (m) Periodically review the Company's structural defenses and recommend any changes to the Board that the Committee deems advisable.

AUTHORITY

By adopting this charter, the Board delegates to the Committee full authority in its discretion to:

- (a) Perform each of the responsibilities of the Committee described above;
- (b) Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee;
- (c) Appoint a chair of the Committee, unless a chair is designated by the Board;
- (d) Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers; and
- (e) Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.