

Series A Preferred Stock	\$ 0	07/29/2016		P	20,000	07/29/2016	(4)	Common Stock	200,000	\$ 5	20,000	D	
Series A Preferred Stock	\$ 0	07/29/2019		C	20,000	07/29/2016	(4)	Common Stock	200,000	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONRAD HERBERT J C/O MATINAS BIOPHARMA HOLDINGS, INC. 1545 ROUTE 206 SOUTH SUITE 302 BEDMINSTER,, NJ 07921	X			

Signatures

/s/ Keith A. Kucinski, attorney-in fact for Herbert J. Conrad		10/02/2019
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock dividend, payable to all holders of record of Series A Preferred Stock of 2.4 shares of Common Stock for each share of Series A Preferred Stock.

(2) Stock dividend, payable to all holders of record of Series B Preferred Stock of 200 shares of Common Stock for each share of Series B Preferred Stock.

(3) On September 30, 2019, the Reporting Person was issued 38,066 shares of common stock par value \$.0001 per share pursuant to the Company's 2013 Equity Compensation Plan. Such shares vest immediately upon grant.

Converts automatically into Common Stock upon the earlier of (i) notice by the Issuer to the holders that the Issuer elected to convert all outstanding shares of Class A Preferred, (ii) July (4) 29, 2019, (iii) the approval of the Issuer's MAT2203 product candidate by the U.S. Food and Drug Administration or the European Medicines Agency (the "Regulatory Approval") or (iv) the Regulatory Approval of the Issuer's MAT2501 product candidate.

Remarks:

Exhibit 24 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Know all by these present that the undersigned hereby constitutes and appoints each of Jerome D. Jabbour, Keith A. Kucinski, Michael J. Lerner and Bettina C. Elstroth his true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedules 13D or 13G, Form ID application for EDGAR codes, and Forms 3, 4 or 5, and the timely filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including, without limitation, the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as he might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedules 13D and 13G and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules thereunder with respect to the undersigned's holdings of and transactions in securities issued by Matinas BioPharma Holdings, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of August 20, 2019.

/s/ Herbert Conrad

By: Herbert Conrad
