

1. CHARTER OF THE SCIENCE AND TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS

1.1 PURPOSE AND AUTHORITY

- (a) The Alchemia Ltd (the **Company**) Science and Technology Committee has been established by the Board of Directors (the **Board**) to assist the Board as it monitors and, where appropriate, approves the scientific strategies of Alchemia and its related bodies corporate (the **Group**).
- (b) The role of the Committee is to provide advice to the Board concerning the scientific issues relevant to the Company, as well as the long-term scientific strategies of the Company. The Committee will primarily fulfil these responsibilities by carrying out the activities outlined in the Scope of Responsibility section of this Charter.

The Committee does not have the power to commit the Board to any recommendation or decision made by the Committee.

1.2 MEMBERSHIP

The Committee shall be comprised of no fewer than two members of the Board, and the Board will appoint the Chair of the Committee. The Chairman of the Board will nominate new members to the Committee from time to time, for appointment by the Board. The Board, in consultation with the committee, may also appoint external consultants to assist the Committee with review of specific or general topics related to the scientific direction and investments of the Group, with consulting costs to be charged to the Company or other appropriate company within the Group. The Secretary of the Committee will be the Company Secretary or his or her designated representative.

1.3 SCOPE OF RESPONSIBILITY

- (a) The committee has responsibility for the following:
 - (i) To provide guidance to the Board on strategic scientific matters and associated decisions related to the scientific and clinical functions and technology assets of the Group, as well as the scientific and related regulatory strategies of the Group;
 - (ii) To serve as the Board's liaison to and/or representative on any clinical, scientific or technology advisory boards convened by the Company [or any other member of the Group];
 - (iii) To review emerging company-generated data relating to scientific and clinical directions for the Group, or other science-related matters as requested by the senior management of the Group or by the Board;

- (iv) To review and discuss with management, and the Board as appropriate, any risks created by the scientific / clinical direction of the Group;
 - (v) To discuss with management, and the Board as appropriate, the adequacy of the Group's risk assessment and risk management policies and procedures to deal with scientific / clinical risks and evaluate whether such risks are reasonably likely to have a material adverse effect on the Group;
 - (vi) To review the methods by which the Company management team is creating, protecting and commercially exploiting the Group's intellectual property assets;
 - (vii) To identify and discuss with the Group's management team significant emerging regulatory, research and scientific / clinical issues and trends and competitive activity in the pharmaceutical/ biotech landscape, including their potential impacts on any Group programs, plans or policies relating to its clinical programs and research and development activities. This may include, as necessary, evaluation and assessment of such external technology as related to potential in-licensing or acquisition by a member of the Group;
 - (viii) To assist the Chief Scientific Officer and other senior managers as needed with scientific issues and in developing proposals for consideration by the Board;
 - (ix) To evaluate, at least annually, the performance of the Committee, including a review of the Committee's compliance with this Charter, and to review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval;
 - (x) To perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board;
 - (xi) To consult with the Company's legal advisers as necessary, after agreement from the Board that legal consultation is indicated;
 - (xii) To maintain minutes of all Committee meetings, documenting its activities and recommendations to the Board and to report to the full Board with respect to significant matters covered at Committee meetings.
- (b) The Committee will not serve to review the day-to-day scientific issues related to the Group's respective business units and technology platforms. Such issues will be handled by management.

1.4 SUPPORT

The Chief Scientific Officer, VP Discovery and Chief Executive Officer of the Company will provide support as needed and as requested by the Committee. These senior officers of the Company will recommend additional members of the Group management and staff for participation in Committee meetings on a regular or ad hoc basis as befits the agenda of topics to be discussed at a specific meeting. The Committee may consult independent external expert advisers as it may consider appropriate for proper performance of its function and charge the costs to the Company or other appropriate company within the Group.

1.5 MEETINGS

Meetings of the Committee are held at least two times during each year and more often as required. Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Committee. The Company Secretary shall act as secretary to the Committee and shall produce such papers and minutes of the Committee's meetings as are appropriate.

Approved and adopted by the Board of Directors on 24 June 2014