

AEVI GENOMIC MEDICINE, INC.
SCIENCE AND TECHNOLOGY ADVISORY COMMITTEE CHARTER

Purpose

The Science and Technology Advisory Committee (“Committee” or “SATAC”) is a committee that is appointed by and acts on behalf of the Board of Directors (“Board”) of Aevi Genomic Medicine, Inc. (the “Company”). The Committee is responsible for periodically reviewing, and advising management on, matters relating to the Company’s strategic direction and investment in research, development and technology (“R&D”), and periodically advising and reporting to the Board on such matters. Such oversight shall include the material aspects of internal and external investments. The Committee will also advise management and the Board on matters relating to identifying and evaluating significant emerging trends and issues in science and technology and considering the potential impact of such on the Company. To accomplish these purposes, the Committee will review and monitor the science, processes and procedures and infrastructure underlying the Company’s major discovery and development programs.

Authority

The Committee may form and delegate authority and responsibilities to any subcommittee or any member of the Committee for any purpose that the Committee deems appropriate.

The Committee shall have the resources and authority appropriate to discharge its responsibilities including the authority to obtain advice and assistance from consultants, legal counsel or other advisers as it determines appropriate to advise the Committee, including sole authority to terminate the engagement of any such consultant, counsel or adviser.

The Committee is authorized to seek any information it requires from any employee, director, adviser or consultant of the Company and all such employees, directors, advisers and consultants will be directed by the Company to cooperate with any request made by the Committee.

Composition

The Committee shall consist of three or more members of the Board approved by a majority of the Board and, if the Company has a Chief Scientific Officer, approved by such individual. At least one member of the Committee who is an independent director (i.e., those directors who are neither officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director) shall, in the judgment of the Board, have scientific research expertise.

The members of the Committee shall serve for such term or terms as the Board may determine or until his or her earlier resignation, removal or death. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson; provided, that if the Board does not designate a Chairperson, the members of the Committee, by majority vote, may designate a Chairperson of the Committee.

Meetings

The Committee shall meet in person or telephonically at least twice annually, or more frequently as circumstances dictate, at a time and place determined by the Chairperson of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chairperson of the Committee.

Other directors, officers and external advisers may be invited to attend all or part of any meeting as and when considered appropriate by the Committee.

Notices for meetings of the Committee shall be given in the same manner as provided in the Bylaws for notices to be given with respect to meetings of the Board.

At each meeting, the Committee shall appoint a member of the Committee or other invited guest to act as the secretary of the Committee. The secretary shall record the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of each meeting shall be circulated to all members of the Committee. On finalization and signature by the Chairman of the Committee, the minutes of each meeting shall be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board.

Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending (in person or telephonically) a meeting of the Committee. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Committee's business. Actions by the Committee may be taken by unanimous written consent in the same manner as provided in the Bylaws for written consents by the Board.

Responsibilities and Duties

The Committee shall have the authority, consistent with and subject to applicable law and rules and regulations promulgated by any applicable regulatory authority or stock exchange, to undertake the following:

1. Identify and discuss new and emerging trends in pharmaceutical science, technology and regulation.
2. Review, evaluate and advise the Board regarding the quality, direction, risk and competitiveness of the Company's R&D programs.
3. Review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.

4. Review and make recommendations to the Board on the Company's internal and external investments in science and technology. For any external investments in R&D (e.g., potential acquisitions, alliances, collaborations, equity investments, contracts and grants) that require approval by the full Board, the Committee shall provide the Board with its recommendation prior to Board action unless time does not permit.
5. Regularly review the Company's R&D pipeline.
6. Periodically review the Company's overall patent strategies.
7. Evaluate its own performance annually and deliver a report to the Board setting forth the results of the evaluation.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
9. Perform any other activities consistent with the Company's bylaws and governing law or regulation, as may be requested by the Board.

Any act of the Committee in accordance with this Charter with respect to any duty delegated to it hereunder shall be deemed to be an act of the Board with respect to such matter without the need for any additional action or approval by the Board, except to the extent such authority is expressly limited by the Board.

This Charter was adopted by the Board of Directors and is effective as of April 30, 2017 and supersedes and replaces any prior charter or committee terms relating to nominating issues