

AQUINOX PHARMACEUTICALS, INC.
CHARTER OF THE SCIENCE AND TECHNOLOGY COMMITTEE
OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS

MAY 7, 2018

PURPOSE

The Science and Technology Committee (the “**Committee**”) is established as a committee of the Board of Directors (the “**Board**”) of Aquinox Pharmaceuticals, Inc. (the “**Company**”) to, at the request of the Board from time to time, review and advise the Board on the Committee’s view of the Company’s technologies, its research and development activities and relevant science.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board. Each member shall, in the judgment of the Board, have scientific, medical or other expertise. The members of the Committee shall be appointed by and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Other members of the Board who are not members of the Committee, specific members of management and external advisers may be invited to attend all or part of any meeting, as and when appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall nominate a member to report to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from external advisors and consultants. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that the Committee deems necessary or appropriate in carrying out its duties. Expenditures for external resources that are expected to be material or outside the ordinary course of the Committee’s practices shall be recommended by the Committee for the approval of the Board. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein, with all such authority held concurrently by the Committee and the Board.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's capital stock is listed, deviate from these activities as appropriate under the circumstances:

1. **Goals and Objectives.** The Committee shall, at the request of the Board from time to time, liaise with management to review the overall direction and effectiveness of the Company's research and development programs and evaluate the Company's progress in achieving its long-term strategic research and development goals and objectives;
2. **Trends and Developments.** The Committee shall periodically review and monitor significant emerging regulatory, research, scientific, and medical developments, processes, procedures, trends and competitive activity relevant to the Company's research and development strategy and clinical trial programs, including their potential impact on the Company's programs, plans or policies;
3. **Infrastructure.** The Committee shall, at the request of the Board from time to time, review and evaluate the infrastructure and resources made available by the Company for its research and development projects and clinical trial programs, and make recommendations regarding such infrastructure and resources to accomplish the Company's objectives;
4. **Proposed Transactions.** The Committee shall, at the request of the Board from time to time, review and advise the Board regarding the scientific, medical, research and development, and intellectual property aspects of any proposed transactions such as investments, acquisitions and licenses;
5. **Committee Self-Assessment.** The Committee shall periodically review, discuss and assess its own performance and the adequacy of this charter and shall recommend any proposed changes to this charter to the Board for its consideration; and

General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.