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## SCIENTIFIC ADVISORY COMMITTEE CHARTER

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APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 12, 2016



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## **I. INTERPRETATION AND OBJECTIVES**

This Charter must be interpreted and applied jointly with the other charters and governance policies adopted by the Board.

This Charter outlines the purpose, composition and responsibilities of the Scientific Advisory Committee (the “Committee”) of the Board of Directors (the “Board”) of Devonian Health Group Inc (the “Company”).

## **II. MANDATE**

In carrying out its responsibilities, the Committee’s policies and procedures should remain flexible to enable the Committee to react to changes in circumstances. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

- a) Provide strategic advice and make recommendations to the Board regarding current and planned research and development programs;
- b) Advise the Board regarding the scientific merit of technology or products involved in licensing and acquisition opportunities;
- c) Provide strategic advice to the Board regarding emerging science and technology issues and trends; and
- d) Report to the full Board with respect to significant matters covered at Committee meetings.

## **III. COMPOSITION**

- a) The Committee shall consist of at least three (3) members who are independent scientists within the meaning of Regulation 52-110 respecting Audit Committees of the Canadian Securities Administrators. To fulfill out its mission the committee must always have the participation of the CEO.



- b) The members shall be appointed and removed by the Board.  
The Committee shall meet as necessary to enable it to fulfill its responsibilities.
- c) The members shall be appointed annually by the Board after the annual meeting of the shareholders of the Corporation.
- d) The President & CEO shall name one of the directors as chair of the Committee. If the chair is absent from a meeting, the members present shall choose a member among them to act as chair of the meeting.
- e) Vacancies on the Committee shall be filled by the Board if it deems appropriate. The failure to fill a vacancy shall not invalidate the decisions of the Committee, provided that a quorum was reached.

#### **IV. QUORUM**

- a) A quorum is obtained by the presence at the meeting of a majority of the members of the Committee.
- b) There must be a quorum for the entire duration of the meeting to enable the Committee members to validly deliberate and make a decision. However, where a member is temporarily absent from a Committee meeting, he or she is deemed to be present for purposes of establishing a quorum.

#### **V. MEETINGS**

- a) Meetings of the Committee shall be held at the call of the chair as necessary to enable it to fulfill its responsibilities. Meetings may be called by the Committee chair or the CEO; such notice may also be made to meet a special request of the management.
- b) The notice of meeting for each meeting shall be delivered to each member at least two (2) weeks before the meeting is held. A copy shall be sent to the CEO.
- c) The Chair must ensure that minutes are kept for each committee meeting.



- d) That chair of a Committee shall draw up the agenda, shall chair the meetings, and shall submit the reports and recommendations to the Board.
- e) Meetings are held either in the presence of the members, by telephone conference call, or by written resolution signed by all of the Committee members.
- f) The Committee may, if necessary, invite any person to attend any meeting and participate in the discussions and review of the Committee's business. The CEO and/or the VP-Clinical Research are automatically invited to attend all meetings and they should withdraw when there is a conflict of interest or an appearance of a conflict of interest.
- g) The minutes of every Committee meeting, duly reviewed by the Committee chair and approved by the Committee, shall be kept in a special register maintained for this purpose at the Corporation's head office.
- h) Once approved, the minutes of every Committee meeting shall be summarized by the Committee chair at a subsequent meeting of the Board.
- i) The Committee members are entitled to receive compensation, as determined by the Board.

## **VI. COMPENSATION**

Only Independent Board Members shall be eligible for compensation on Committee work. The CEO, with the assistance of the VP-Clinical Research, is responsible for (a) fixing the retention terms which may include cash and/or options (b) fees for each meeting.



## **VII. ADVISORS TO THE COMMITTEE**

The Committee, with the approval of the CEO, may retain, at the Company's expense, advisors as it deems necessary to carry out its duties. The Committee shall have sole authority to retain and terminate any such advisors, including the sole authority to negotiate reasonable fees and retention terms of such advisors. The Committee shall comply with the Company's then-current level review of contracts and budget reservation procedures.