



ANTIBE THERAPEUTICS INC. COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Antibe Therapeutics Inc. (the “**Corporation**”) shall be to assist the Board in discharging its oversight responsibilities relating to director and management compensation by administering the Corporation’s compensation plans; assessing the compensation packages for directors, the Chief Executive Officer (the “**CEO**”) and other executives; and performing any other activities consistent with this Compensation Committee Charter (the “**Charter**”).

Composition

The Committee shall consist of a minimum of three (3) members, each of whom shall be a director of the Corporation. Each member of the Committee shall be independent in accordance with National Policy 58-201 - *Corporate Governance Guidelines*.

The members of the Committee shall be appointed by the Board, taking into account their prior experience, skills, and competencies in matters to be considered by the Committee; the views of the chairperson of the Board and the CEO, as appropriate; and the requirements, if any, imposed by applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines, and any other applicable regulatory rules. Any member of the Committee may be removed or replaced at any time by a resolution of the Board and shall serve until their successor is appointed, unless that member resigns or otherwise ceases to be a director of the Corporation.

The Board shall designate one member of the Committee as its chairperson (the “**Chair**”). The Chair shall serve until they are removed, their successor is appointed, or they otherwise cease to be a director. If the Chair is not present at a Committee meeting, or if the Board fails to designate a Chair, the members present shall appoint one of their number to act as Chair for the purposes of the meeting or until a Chair is designated by the Board.

Meetings and Procedures

Meetings of the Committee shall be held from time to time as determined by the Chair to be necessary in the performance of the duties described herein, provided, however, that the Committee shall meet at least four (4) times per year.

A majority of the members of the Committee present either in person, by teleconference or by video conference, shall constitute a quorum for action. Each member shall have the right to vote on matters that properly come before the Committee. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting called for such purpose.

The Committee shall have access to any information, documentation and/or records that it deems necessary in order to discharge its responsibilities under this Charter. In addition, the Committee may invite any directors, officers and employees of the Corporation or any other person to attend any meeting of the Committee to assist in the discussion and examination of the matters under consideration.

Outside Advisors

The Committee shall have the authority to retain and oversee outside counsel and any other advisors as the Committee may deem appropriate in its discretion. The Committee shall have the authority to approve the fees and the terms of engagement for any such advisors without having to obtain the approval of the Board. Individual members of the Committee shall not be authorized to retain outside counsel or any other advisors at the expense of the corporation without the prior consent of the Committee.

Duties and Responsibilities

The Committee shall have the power and authority to perform the following duties and fulfill the following responsibilities, as well as such other duties as are required by applicable law or rule or as may be delegated by the Board:

Compensation Framework

- (a) Annually review the compensation framework of the Corporation to ensure that it is competitive, provides appropriate motivation for performance, and aligns with the Corporation's current business strategies, and make recommendations to the Board regarding the adoption, amendment or discontinuation of applicable practices and guidelines;
- (b) Oversee the administration of the Corporation's compensation plans, including any incentive-compensation plans and equity-based plans, and make recommendations to the Board regarding the adoption, amendment or termination of the Corporation's compensation plans;
- (c) Approve the awards granted to participants under incentive-compensation plans and equity-based plans, and the performance or operating goals underlying performance-based compensation;
- (d) Annually review the potential risks associated with the Corporation's compensation practices, and make recommendations to the Board regarding the appropriateness of implementing a formal risk management policy;

Executive Compensation

- (e) Annually review the corporate goals and objectives relevant to the CEO's compensation package and make a proposal to the Board regarding the CEO's annual compensation, including base salary, bonus, incentive and equity compensation, perquisites, and other benefits. The CEO shall not be present during the deliberations or the voting on his or her compensation by the Committee or the Board;

- (f) Annually review, in consultation with the CEO, each executive's compensation package to ensure that it adequately reflects the responsibilities and risks of the applicable position, and make proposals to the Board regarding each executive's annual compensation, including base salaries, consulting fees, bonuses, incentive and equity compensation, perquisites, and other benefits;
- (g) Make a proposal to the Board regarding the compensation terms to be included in new executive employment contracts, consulting contracts or other arrangements, including any retiring allowance arrangements or similar arrangements to take effect in the event of a termination of employment;

Director Compensation

- (h) Annually review the compensation package for members of the Board to ensure that it adequately reflects the responsibilities and risks of such positions, and make a proposal to the Board regarding members' annual remuneration;

Compensation Disclosure

- (i) Review and make recommendations to the Board regarding any public disclosure of information relating to the Corporation's compensation plans, including the report on executive and director compensation to be included in the Corporation's annual management information circular; and

Other Initiatives

- (j) Undertake, on behalf of the Board, such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate compensation plans are in place and operating effectively.

Subcommittees

The Committee may form and delegate authority to one or more members or subcommittees when deemed appropriate, provided that the actions of any such members or subcommittees must be reported to the full Committee no later than its next scheduled meeting.

Remuneration

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

Charter Review

The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's articles and by-laws, it is

not intended to establish any legally binding obligations. The directors have the right to derogate from the provisions of this Charter where the circumstances warrant it, to the extent permitted by applicable laws, regulations and listing requirements and the Corporation's articles and by-laws. Subject to applicable laws, nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations. No provision contained herein is intended to give rise to civil liability to security holders of the Corporation or any other liability whatsoever.