



ANTIBE THERAPEUTICS INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Antibe Therapeutics Inc. (the “**Corporation**”) shall be to assist the Board in discharging certain oversight responsibilities by establishing and maintaining a corporate governance framework; developing the processes for director nominations, education and assessment; and performing any other activities consistent with this Corporate Governance 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. The majority of the members 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:

Corporate Governance

- (a) Annually review the Corporation's governance framework and compliance with established policies, and make recommendations to the Board regarding the adoption, amendment or discontinuation of applicable policies and guidelines;
- (b) Review and make recommendations to the Board regarding any public disclosure of information relating to the Corporation's approach to governance, including the report on corporate governance to be included in the Corporation's annual management information circular;
- (c) Review and make recommendations to the Board regarding all proposed significant related party transactions involving a director's potential or actual conflict of interest. Any director who has a potential conflict of interest in relation to a proposed transaction shall not be present during the deliberations or the voting on the matter by the Committee or the Board;

Board Structure

- (d) Annually review the size and composition of the Board and make recommendations to the Board regarding any proposed enlargement or reduction in Board size, the suitability of current directors, and the necessity for the appointment of new directors;
- (e) Annually review the structure, authority, and membership of the Board's committees and make recommendations to the Board regarding the creation of new committees, the disbandment of existing committees, amendments to committee charters and the addition or removal of committee members;

Position Descriptions

- (a) Annually review, and make recommendations to the Board regarding, position descriptions for the chairperson of the Board, the lead independent director of the Board, as applicable and the chair of each Committee of the Board;
- (b) In consultation with the HR and Compensation Committee, annually review, and make recommendations to the Board regarding, a position description for the CEO;

Director Nominees

- (c) Establish criteria for the selection of new directors and recommend candidates for directorship to the Board;
- (d) Retain and oversee any recruitment firms to be used to identify candidates for directorship, including approving the fees and terms of engagement for such firms;

Director Orientation and Education

- (e) Annually review and make recommendations to the Board regarding the appropriateness of implementing formal programs for the orientation of new directors and continuing education of current directors;

Director Performance

- (f) Annually review and make recommendations to the Board regarding the appropriateness of implementing formal programs for assessing the performance and effectiveness of the Board, the chairperson of the Board, each committee of the Board and their respective chairperson, and the contributions of individual directors; and

Other Initiatives

- (a) 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 corporate governance initiatives 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.