



Oncology Research International Limited  
ACN 067 964 621

## **Scientific Advisory Committee Charter**

**November 2013**

## 1. ROLE AND PURPOSE

The Scientific Advisory Committee (the Committee) Charter outlines the responsibilities of the Committee. The Committee is appointed by the Board to assist the Board in overseeing the management of the scientific program of the Company, including compliance with regulatory and ethics requirements and the Company's corporate governance policies. The Committee does not perform management functions nor does it direct the CEO or his/her management team how to operate and manage the company.

The primary function of the Committee is to:

- 1.1 Review the company's strategies with regard to its research and development activities, major research and development projects and sourcing opportunities from academic institutions and other third parties, and to bring recommendations, when applicable, to the Board
- 1.2 Review matters relating to scientific capabilities and programs, and report to the Board to help facilitate the Board's oversight of the Company's scientific technology, IP portfolio and strategy and to assist effective decision-making on the Company's science programs.
- 1.3 Review and consider management's decisions regarding the allocation, deployment, utilization of, and investment in the Company's scientific programs.
- 1.4 Review and consider management's decisions regarding acquiring or divesting scientific technology or otherwise investing in research or development programs.

## 2. COMPOSITION

- 2.1 Members of the Committee shall be appointed by the Board, and shall serve until a successor is duly elected or the member is removed or resigns.
- 2.2 Members of the Committee and its subcommittees should possess a strong scientific, medical and/or relevant technology background, the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the company.

## 3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee will make appropriate recommendations to the Board in connection with the Committee's responsibilities to:

- 3.1 Review matters relating to scientific capabilities and programs, and report to the Board to help facilitate the Board's oversight of the Company's scientific technology, IP portfolio and strategy and to assist effective decision-making on the Company's science programs.
- 3.2 Review and consider management's decisions regarding acquiring or divesting scientific technology or otherwise investing in research or development programs.
- 3.3 The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or to a member of the Committee.

## 4. REPORT TO THE BOARD

- 4.1 The Committee Chairperson will report to the Board on matters relevant to the Committee's role and responsibilities at the next Board meeting which follows a Committee meeting.

- 4.2 The Committee Chairperson must brief the Board promptly on all urgent and significant matters raised during a meeting of the Committee or of which the Committee becomes aware in connection with fulfilling its responsibilities.

## **5. MEETINGS**

- 5.1 The Committee will meet at least two times each year and additionally as circumstances may require.
- 5.2 The agenda for each Committee meeting will be prepared in consultation with the Chief Executive Officer.
- 5.3 Once prepared, copies of the minutes of each Committee meeting will be included in the papers of the next scheduled meeting of the Board.