



SCIENTIFIC & INNOVATION COMMITTEE CHARTER

I. General Statement of Purpose

The Scientific & Innovation Committee (the “Scientific Committee”) of Novelion Therapeutics Inc. (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for: (a) making recommendations to the Board regarding the Company's research and development strategies and opportunities; (b) assessing any potential business development and licensing opportunities from a scientific and technical perspective; (c) performing such other functions as may be deemed necessary or convenient in efficiently carrying out the foregoing; and (d) such other functions as the Board may from time to time assign to the Scientific Committee.

II. Composition

The Scientific Committee shall be composed of a minimum of two members (including a Chair), at least one of whom shall be an “independent director” as determined by the Board in accordance with NASDAQ listing standards.

The members of the Scientific Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Scientific Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Scientific Committee to serve as Chair of the Scientific Committee. All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Scientific Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Scientific Committee or any subcommittee thereof.

III. Committee Responsibilities

In carrying out its responsibilities, the Scientific Committee's policies and procedures should remain flexible to enable the Scientific Committee to react to changes in circumstances. In addition to such other duties as the Board may from time to time assign, the Scientific 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 clinical or pre-clinical assets, products, or technologies involved in licensing, partnership and acquisition opportunities;
- C. Provide strategic advice to the Board regarding emerging science, research, development and biotech issues and trends; and
- D. Report to the full Board with respect to significant matters covered at Scientific Committee meetings.



IV. Meetings

The Scientific Committee shall meet as frequently as necessary to carry out its responsibilities. The Scientific Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Scientific Committee believes to be desirable and appropriate.

The Scientific Committee generally is to meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Scientific Committee shall constitute a quorum for purposes of holding a meeting and the Scientific Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Scientific Committee may act by unanimous written consent in accordance with the Company's Articles. The Chair of the Scientific Committee, in consultation with the other members, as he or she deems necessary, may determine the frequency and length of the Scientific Committee meetings and may set meeting agendas consistent with this Charter.

V. Advisors to the Scientific Committee

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

VI. General

The Scientific Committee may form and delegate authority to one or more subcommittees consisting of one or more of its members, when the Scientific Committee deems it appropriate to do so in order to carry out its responsibilities.

The Scientific Committee shall maintain minutes and other records of the Scientific Committee's meetings and activities.

ADOPTED BY THE BOARD OF DIRECTORS: November 9, 2017