

ONCTERNAL THERAPEUTICS, INC.

SCIENCE AND DEVELOPMENT COMMITTEE CHARTER

I. Purpose

The purpose of the Scientific and Development Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Oncternal Therapeutics, Inc., a Delaware corporation (the “*Company*”), is to assist the Board by reviewing and evaluating the Company’s research and development strategy and its research, development and clinical programs. To accomplish this purpose, the Committee will periodically review the science, processes and procedures, and infrastructure underlying the Company’s major preclinical and clinical development programs.

II. Composition

The Committee shall be comprised of not less than two Board members, including a Committee Chairperson, appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board. The Committee membership may also include scientific and/or medical experts who are not also Board members, as long as a majority of the Committee is comprised of members of the Board. Each member of the Committee shall have sufficient scientific and/or medical expertise to review and evaluate appropriately the Company’s clinical programs and research and development projects. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair, who shall also be a member of the Board, by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee shall meet at such times during the year as necessary or appropriate to accomplish its duties and responsibilities, including teleconferences when appropriate. Meetings of the Committee may be called by any member of the Committee who is also a member of the Board, upon notice to all other members as provided in the Bylaws of the Company; provided, however, that such notice may be waived as provided in the Bylaws of the Company. A majority of the Committee shall constitute a quorum as long as at least one member present is also a member of the Board, and the Committee shall act only on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. Attendance by members of management will be at the invitation of the Committee Chairman. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board. The Committee shall report its actions and any recommendations to the Board as soon as practical following any Committee meeting.

IV. Duties and Responsibilities

The function, powers, duties and responsibilities of the Committee as are follows:

1. The Committee shall review, evaluate and report to the Board regarding strategy, plans and goals, as well as progress and performance, of the Company’s preclinical research and development activities and its clinical programs.

2. The Committee shall review and evaluate the infrastructure and resources made available by the Company for its preclinical research and development activities and its clinical programs, and make recommendations as appropriate if the infrastructure and/or resources are insufficient, in the opinion of the Committee, to accomplish the Company's goals.

3. The Committee shall identify and discuss significant emerging scientific, preclinical, clinical, medical, regulatory or legislative issues and trends, and any relevant competitive activity, focusing particularly on their potential impact on any Company programs, plans, or policies relating to its preclinical research and development activities and its clinical programs.

4. The Committee shall, not less frequently than annually, evaluate the performance of the Committee, including a review of the Committee's compliance with this Charter, and review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.

5. The Committee shall perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

6. The Committee shall have the authority to consult with Company counsel and management. The Committee also shall have the authority to engage any outside advisor or consultant of its selection, at the Company's expense, should the Committee deem it necessary or appropriate to do so.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.