

## APPILI THERAPEUTICS INC.

### NOMINATING & COMPENSATION COMMITTEE MANDATE

The board of directors (the “**Board**”) of Appili Therapeutics Inc. (the “**Corporation**”) has delegated the responsibilities, authorities and duties described below to the nominating and compensation committee (the “**Committee**”).

#### I. MANDATE

The overall purpose of the Committee is to assist the Board in providing stewardship and oversight to the Corporation with respect to the following:

- establishing the process for identifying, recruiting and/or providing ongoing development for directors and senior management of the Corporation; and
- developing, monitoring and assessing the Corporation’s approach to the compensation of its directors, senior management and employees.

#### II. COMPOSITION OF THE COMMITTEE

The Committee will be comprised of a minimum of three directors, each of whom shall be, in the determination of the Board, “independent” for the purposes of National Instrument 58-101 *Disclosure of Corporate Governance Practices*. Each Committee member shall satisfy the independence and/or experience requirements, if any, imposed by applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Members of the Committee shall be appointed annually by the Board at the first meeting of the Board after the annual general meeting of shareholders to which he or she is elected. Any member of the Committee may be removed or replaced at any time by the Board and shall serve until such member’s successor is appointed, unless that member resigns or otherwise ceases to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than three directors.

The Chair of the Committee will be designated by the Board, on the recommendation of the Committee, or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership. The Chair of the Committee shall, among other things, have the following duties and responsibilities:

- overseeing the structure, effectiveness of the Committee, membership and activities delegated to the Committee;
- chairing meetings of the Committee and encouraging free and open discussion at such meetings, including encouraging members to ask questions and express viewpoints during meetings;
- scheduling and setting the agenda for meetings of the Committee with input from other members of the Committee, the Board and management as appropriate;

- facilitating the timely, accurate and proper flow of information to and from the Committee, including reporting periodically to the Board;
- arranging sufficient time during meetings of the Committee to discuss agenda items;
- taking reasonable steps to ensure the duties of the Committee are understood by members; and
- carry out such other duties as may reasonably be requested by the Board.

### **III. MEETINGS**

The Committee will meet at least once a year and meetings will be scheduled to facilitate the Committee carrying out its responsibilities. Additional meetings will be held as deemed necessary by the Chair of the Committee. The time and place where the meetings of the Committee shall be held, and the calling of meetings and the procedure in all things at such meetings, shall be determined by the Committee.

The Committee shall have an in-camera session without non-independent directors and management as a regular feature of each regularly scheduled meeting. Any director of the Corporation may request the Chair of the Committee to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such director, and may participate in such meeting to the extent permitted by the Chair of the Committee.

Meetings of the Committee shall be validly constituted if a majority of the members of the Committee is present in person or by tele- or video- conference.

A resolution in writing signed by all the members of the Committee entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee duly called and held.

The Committee may invite such officers, directors, and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

The Committee shall submit the minutes of all meetings to the Board, and when requested to, shall discuss the matters discussed at each Committee meeting with the Board.

### **IV. COMMITTEE CHARTER AND PERFORMANCE**

The Committee shall have a written charter that sets out its mandate and responsibilities and the Committee shall review and assess the adequacy of such charter and the effectiveness of the Committee at least annually or otherwise, as it deems appropriate, and recommend changes to the Board for approval. Unless, and until replaced or amended, this mandate constitutes that charter.

### **V. COMMITTEE AUTHORITY**

The Committee has the authority to engage outside advisors as it determines necessary to carry out its duties. The Corporation shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of (a) compensation to any advisors engaged by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate

in carrying out its duties.

The Committee shall establish procedures for:

- the receipt, retention and treatment of feedback received by the Corporation; and
- the identification, with as much advance notice as practicable, of impending vacancies on the Board, to allow for sufficient time for recruitment and introduction of proposed nominees to the existing members of the Board.

## **VI. COMMITTEE RESPONSIBILITIES**

### *Nominating Responsibilities*

The Committee shall have the power and authority of the Board to perform the following duties and fulfill the following nominating responsibilities:

- Establish and recommend to the Board qualification criteria (with regard to diversity, gender, age, expertise and experience (industry, professional and public service)) for the selection of new directors to serve on the Board and annually review the appropriate experience, skills and characteristics required of each existing and new Board member;
- Recommend to the Board the nominees for Chairman of the Board and, if applicable, the lead director;
- Recommend to the Board the appropriate committee structure of the Board and (i) annually review and recommend to the Board qualified members of the Board for membership on committees of the Board and chairs of such committees, and (ii) recommend committee members to fill vacancies as needed;
- Develop and recommend to the Board (i) position descriptions for the Chairman of the Board, the lead director, if applicable, the chair of each Board committee and the CEO (which will include delineating management's responsibilities); and (ii) a description of the corporate goals and objectives that the CEO is responsible for meeting;
- Develop and recommend to the Board a description of the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings, minimum attendance expectations and advance review of meeting materials;
- Approve an appropriate orientation and education program for directors and senior management, including but not limited to, the appointment, training and monitoring of senior management;
- At intervals which the Committee considers appropriate, evaluate the performance of (i) individual directors, (ii) the Board, (iii) Board committees and (iv) senior management of the Corporation. The purpose of the evaluations is to assess and, where possible, increase the effectiveness of the Board and its committees. The Committee may make recommendations to the Board for improving the Board's effectiveness, including but not limited to termination of board membership of individual directors, and shall discuss annually with the full Board its effectiveness;

- Provide regular reports of the Committee's activities to the Board; and
- At the request of the Board, investigate and report on such other matters as it considers necessary or appropriate in the circumstances.

### *Compensation Responsibilities*

The Committee shall have the power and authority to perform the following duties and fulfill the following compensation review responsibilities:

- Review the compensation practices and policies of the Corporation to ensure that they are competitive and that they provide appropriate motivation for corporate performance and increased shareholder value and make recommendations to the Board regarding same;
- Oversee the administration of the Corporation's compensation programs, including any incentive compensation plans and equity-based plans, and the nature of the compensation provided under such programs to ensure that all management compensation programs are linked to meaningful and measurable performance targets;
- Make recommendations to the Board regarding the adoption, amendment or termination of compensation programs and the formal approval of the adoption, amendment and termination of compensation programs of the Corporation, including for greater certainty, ensuring that if any equity-based compensation plan is subject to shareholder approval, that such approval is sought;
- Establish and evaluate the appropriateness of performance goals for performance- based compensation and make recommendations to the Board regarding same;
- Annually review and evaluate the implications of the risks associated with the Corporation's compensation policies and practices and, if necessary, identify practices that can be used to identify and mitigate such policies and practices that could encourage inappropriate or excessive risk taking;
- Periodically survey the executive compensation practices of other comparable companies and report back to the Board;
- Annually review and make recommendations to the Board regarding retainers and fees paid to members of the Board and in so doing, the Committee may take into consideration the relative responsibilities of members of the Board serving on committees of the Board;
- Annually review, in consultation with the Chairman of the Board, and make recommendations to the Board regarding the performance of, and the annual base salary and bonus targets for the senior executives of the Corporation;
- Establish, if deemed necessary by the Committee, and recommend to the Board share ownership guidelines for senior executives of the Corporation and policies (including pre-approval requirements) for the number and type of boards of directors that senior

executives may join (except for boards of directors that senior executives are asked by the Corporation to join in connection with their employment);

- Review and make recommendations to the Board on an annual basis regarding the corporate goals and objectives for the CEO, evaluate the CEO's performance against such goals and objectives and report its findings and conclusions to the Board;
- Annually review, in consultation with the Chairman of the Board, and make such recommendations to the Board, as are appropriate based on its review, regarding the CEO's annual base salary, the CEO's bonus and any stock option grants and other awards to the CEO under the Corporation's compensation programs. In evaluating the CEO's compensation, the Committee will consider the Corporation's performance and relative shareholder return, the compensation of CEOs at other companies, and the CEO's compensation in past years;
- Annually review and make recommendations to the Board regarding the Corporation's director's and officer's liability insurance policies;
- Review and recommend to the Board for approval the annual report on executive compensation required to be prepared under applicable corporate and securities legislation, regulation and rules including the disclosure concerning members of the Committee and settle the reports required to be made by the Committee in any document required to be filed with a regulatory authority and/or distributed to shareholders;
- Review succession planning programs for senior executives of the Corporation and contingency preparedness, including programs to appoint, train, develop and monitor senior executives, to ensure that they are effective in building and retaining future talent and support diversity;
- Determine (or delegate the authority to determine) and recommend to the Board for approval the award to employees of stock options under the Corporation's stock option plan and/or any other compensation plans; and
- At the request of the Board, investigate and report on such other matters as it considers necessary or appropriate in the circumstances.

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Corporation.