

MAYNE PHARMA GROUP LIMITED

SCIENCE, TECHNOLOGY AND MEDICAL COMMITTEE CHARTER

1. Purpose

The Board of Mayne Pharma Group Limited (**Mayne Pharma** or **Company**) has established a Science, Technology and Medical Committee (the **Committee**).

The purpose of the Committee is to assist and advise the Board in overseeing the strategic direction of health/medical strategy and developments, including review of intellectual property, clinical risk management and other scientific initiatives of the Company.

2. Membership of the Committee

Unless otherwise determined by the Board, the Committee will comprise a minimum of two members, all of whom must be non-executive directors and the majority of whom must be independent directors.

The Board will appoint the Chair and members of the Committee and may remove and replace the Chair and members of the Committee by resolution. The Chair of the Committee must be an independent, non-executive director and must not be the Chair of the Board.

All persons appointed to the Committee must have the requisite scientific expertise and experience in the areas of interest for the Company to allow them to discharge their responsibilities.

3. Meetings and Reporting

The Committee will meet as often as required to fulfil its role and objectives set out in this Charter, but not less than twice per year.

Where not appointed as a member of the Committee, the Chair of the Board may attend meetings of the Committee at his or her discretion, in an ex-officio capacity. The Chief Executive Officer, Chief Medical Officer, Executive Vice President and General Counsel, Vice President of Research & Development, other members of management and any other person deemed necessary by the Chair of the Committee may also attend meetings by invitation of the Chair of the Committee.

A quorum shall be at least two members of the Committee.

The Company Secretary will act as secretary for the Committee. Meetings will be called by the Company Secretary as directed by the Chair of the Committee or at the request of any individual director. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director. The Company Secretary will be responsible for preparing, in consultation with the Committee Chair and the Chief Medical Officer, the agenda for each meeting of the Committee and for compiling papers for the Committee to consider.

The Committee may invite any person to attend a meeting as it considers appropriate, including outside consultants and advisors.

Any directors of the Board who are not Committee members may attend meetings of the Committee and are entitled to receive copies of the Committee papers.

The Chair of the Committee will report to the Board following each Committee meeting. The Committee will consider if any matters arising from a Committee meeting should be advised or referred to any other Board committee and, if so, ensure that this referral occurs.

4. Responsibilities

The Committee will have the following responsibilities to assist the Board in its oversight of the Company's scientific and therapeutic strategies:

- Reviewing any potential or new scientific and therapeutic initiatives by the Company that could have an impact on its overall growth, performance and/or competitive position;
- Reviewing the scientific and therapeutic aspects of the Company's investments in technology through acquisition, in-licensing or other business development activities;
- Reviewing scientific and therapeutic trends that could have a significant impact on the Company and more generally, the industry; and
- Regularly reviewing ongoing development and clinical trial activity of the Group including tracking to goals, timelines and budget.

5. Access to information and independent advice

The Committee shall have the authority to discuss directly with management any issue within its remit. The Committee may also request reports, explanations, and information of any activity, procedure or accounts of the Group. The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

6. Review

The Committee will review this Charter and its performance periodically to ensure that it remains consistent with its purpose and existing regulatory requirements and recommendations and meets the needs of the Company.

Any proposed changes to the Charter must be referred to the Board for approval.