

# **ONCOLYTICS BIOTECH INC.**

## **SCIENCE AND TECHNOLOGY COMMITTEE MANDATE**

### 1. Policy Statement

It is the policy of Oncolytics Biotech Inc. (the "Corporation") to establish and maintain a Science and Technology Committee (the "Committee") to assist the Board of Directors of the Corporation (the "Board") with the interpretation of scientific data and to assist the Corporation's management ("Management") with the communication of scientific data to stakeholders. The Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board, including administrative support. In the event of a conflict of interest or potential conflict of interest involving one or more of the directors or members of management, the Committee may modify the procedures and requirements set out in this Mandate restrict communication and sharing of information to independent directors or otherwise take reasonable measures to manage the conflict of interest or potential conflict of interest.

### 2. Composition of Committee

- (a) The Committee shall consist of a minimum of two (2) directors. The Board shall appoint the members ("Members") of the Committee and may seek the advice and assistance of the Governance Committee in identifying qualified candidates. The Board shall appoint the Chair or co-Chairs of the Committee, or delegate such authority to appoint the Chair of the Committee to the Committee.
- (b) The Chair of the Committee shall be responsible for the leadership of the Committee, including preparing or approving the agenda, presiding over the meetings, and making committee assignments.
- (c) Each Member shall be appointed by the Board annually at the next scheduled meeting of the Board following the AGM. The Members will be appointed to hold office until the next annual general meeting of shareholders or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (d) The Chair of the Board shall be an ex officio Member of the committee.

### 3. Meetings of the Committee

- (a) The Committee shall meet a minimum of twice per year at such time and place as may be designated by the Chair of the Committee and whenever a meeting is requested by the Board, a Member of the Committee, or the Chief Executive Officer of the Corporation (the "CEO").
- (b) Notice of each meeting of the Committee shall be given to each Member of the Committee. The CEO shall attend each meeting of the Committee whenever requested to do so by a Member of the Committee.

- (c) Notice of a meeting of the Committee shall:
  - (i) be in writing, including by electronic communication facilities;
  - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
  - (iii) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
  - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the Members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the Members of the Committee.
- (e) A Member or Members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A Member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Committee, the Members of the Committee shall choose one of the Members present to be Chair of the meeting. If the Board has not appointed a Corporate Secretary, the Members of the Committee shall choose one of the persons present to be the secretary of the meeting or may have another person who is not a Member of the Committee present to record the minutes of the meeting.
- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the secretary of the meeting. Minutes of the meetings of the Committee shall be distributed to members of the Committee, to other members of the Board and, with the exception of “*in camera*” items, to the Chief Executive Officer and Chief Financial Officer. Notwithstanding the foregoing, distribution of minutes of meetings or parts thereof may be restricted to independent directors in the event of a conflict of interest or potential conflict of interest or if otherwise necessary for the Committee to properly discharge its responsibilities, but only for as long as is reasonably necessary.

#### 4. Duties and Responsibilities of the Committee

- (a) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
- (b) The Committee’s primary duties and responsibilities are to:
  - (i) assist the Board with the interpretation of scientific data;
  - (ii) assist Management with the communication of scientific data to stakeholders, including shareholders, investors, the investment community, government, regulatory authorities, clinical sites, investigators, key opinion leaders, IRPR service providers, legal counsel and others as the Committee considers appropriate;

- (iii) review, assess and provide advice regarding scientific research undertaken by the Corporation;
  - (iv) review materials provided by Management or the Board and provide advice with respect to the overall research, clinical development, and regulatory strategy of the Corporation.
- (c) In carrying out its duties and responsibilities, the Committee shall:
  - (i) When requested by the Board or Management, prepare or review a report regarding scientific research undertaken by the Corporation;
  - (ii) review and consider the implications of the risks associated with regarding scientific research undertaken by the Corporation; and
  - (iii) assess, on an annual basis, the adequacy of this Mandate and the performance of the Committee.
- (d) In addition to the foregoing, the Committee shall undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to assist the Board with the interpretation of scientific data and to assist Management with the communication of scientific data to stakeholders.
- (e) The Committee shall assess, on an annual basis, the adequacy of this Mandate and the performance of the Committee.

## 5. Reporting

The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate. Notwithstanding the foregoing, distribution of minutes of meetings or parts thereof may be restricted to independent directors in the event of a conflict of interest or potential conflict of interest or if otherwise necessary for the Committee to properly discharge its responsibilities, but only for as long as is reasonably necessary.

## 6. External Advisors

If, in order to properly discharge its function, duties and responsibilities, it is necessary, in the opinion of the Committee that the Committee obtains the advice and counsel of external advisors, the Chair shall request approval from the Board to engage the necessary experts. The Committee shall keep the Board apprised of the findings of any approved experts through the Committee's regular reports to the Board.

## 7. Date of Mandate

This Mandate was last reviewed, amended and approved by the Board on March 9, 2018.