

**COHBAR, INC.**  
**SCIENTIFIC COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Scientific Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CohBar, Inc. (the “*Company*”) is to assist the Board’s oversight of the Company’s research and development activities.

**II. Organization**

Members of the Committee shall be appointed by the Board. The Committee shall consist of such number of directors as the Board shall from time to time determine. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Members of the Committee shall be appointed by the Board. The Board may remove members from the Committee, with or without cause. The Committee shall meet from time to time as it deems necessary in order to perform its responsibilities.

**III. Authority and Responsibilities**

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment. In the discharge of its responsibilities, the Committee shall:

1. Review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives and the quality and direction of the Company’s research and development programs.
2. Monitor and evaluate trends in research and development, and recommend to the Board and management opportunities to build the Company’s research and development capabilities and enhance its competitiveness.
3. Recommend approaches to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts, alliances, and partnerships) and advise the Board and management on the scientific aspects of business development transactions.
4. Regularly review the Company’s research and development pipeline.
5. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company’s research and development.
6. Review such other topics as are delegated to the Committee from time to time by the Board.

**IV. Procedures and Administration**

1. The Committee shall keep minutes of its meetings in a form that it shall deem appropriate and report the same to the Board upon request.
2. The Committee may from time to time request any officer, employee or advisor of the Company to meet with the Committee.

3. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
4. The Committee shall periodically evaluate its own performance and, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

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