

Achieve Life Sciences, Inc.
(the “Corporation”)

**CHEMISTRY, MANUFACTURING &
CONTROLS (CMC) COMMITTEE CHARTER**

1. General

The Board of Directors of the Corporation (the “Board”) has established a Chemistry, Manufacturing & Controls (CMC) Committee (the “Committee”) for the purpose of providing the Board with oversight of the Corporation’s CMC activities and to advise the Board with respect to strategic and tactical CMC issues.

2. Members

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. At least one (1) members of the Committee shall be independent within the meaning of all applicable U.S. and Canadian securities laws and the rules of the Nasdaq Capital Market and such other securities exchanges and quotation systems on which the Corporation’s securities are then listed or quoted (the “listing standards”).

3. Duties

The Committee will have the following duties:

A. The Committee shall function as a knowledgeable and objective group to consider and report periodically to the Board on matters relating to the Company’s CMC initiatives. The Committee shall:

- Identify and discuss new and emerging trends in pharmaceutical regulation and manufacturing, and as necessary report to the full Board on such trends and the Committee’s deliberations.
- Review, evaluate and advise the Board regarding the quality and direction of the Corporation’s CMC initiatives.
- Review, evaluate and advise the Board regarding the Company’s progress in achieving its long-term strategic CMC goals and objectives.
- Review and make recommendations to the Board on the Company’s internal and external investments in CMC.
- Provide assistance to the Compensation Committee in setting any CMC performance metric(s) under the Company’s incentive compensation programs and reviewing the performance results.
- Evaluate its own performance annually and deliver a report to the Board setting forth the results of the evaluation.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.

B. To perform any other activities, consistent with this Charter, the Corporation's bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.

4. Chair

The Board will in each year appoint the Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair by a majority vote of the authorized number of Committee members. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

5. Meetings

The Committee will meet at the request of its Chair or a majority of Committee members, but in no event will the Committee meet less than once a year. In any event, the Committee will meet regularly to consider matters referred to it by the Board. Notices calling meetings will be sent to all Committee members, to the CEO of the Corporation, to the Chair of the Board and to all other directors. The Committee may meet in person or by telephone. The Committee also may hold special meetings or act by unanimous consent in writing or by electronic transmission. The Committee may meet separately with other directors, the CEO and other Corporation employees, agents or representatives invited by the Committee. The CEO of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other directors who are not members of the Committee may attend all meetings of the Committee in an ex-officio capacity and will not vote.

6. Quorum: Action

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing, will constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter.

7. Removal and Vacancy

A member may resign from the Committee, and may be removed, with or without cause, by the approval of a majority of the independent directors then serving on the full Board, and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

8. Experts and Advisors

The Committee may retain or appoint, at the Corporation's expense, and with the approval of the Chair, an outside advisor or expert as it deems necessary to carry out its duties. The Committee will receive and consider all such requests for the retention of outside advisors and experts from an individual director, the Board, and all of its committees (except for the Audit Committee, which will notify the Committee of its actions in this regard).

9. Secretary and Minutes

The Chair of the Committee will appoint a member of the Committee or other person to act as Secretary of the Committee for the purposes of a meeting of the Committee. The minutes of the

Committee will be in writing and duly entered into the books of the Corporation, and will be circulated to all members of the Board.

10. Committee Access and Resources

The Committee is at all times authorized to have direct, independent and confidential access to the Corporation's other directors, management and personnel, as well as to the Corporation's books, records and facilities, to carry out the Committee's purposes.