
AURINIA PHARMACEUTICALS INC.
TERMS OF REFERENCE FOR THE
CHAIRMAN OF THE BOARD

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TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD

The term "**Company**" refers to Aurinia Pharmaceuticals Inc. and the term "**Board**" refers to the board of directors of the Company.

A. INTRODUCTION

1. The Chairman of the Board is appointed by and reports to the Board.
2. The Chairman's primary role is managing the affairs of the Board including ensuring the Board is organized properly, functions effectively, and meets its obligations and responsibilities as set out in the By-Laws of the Company and its Mandate.
3. The Chairman works with the President and Chief Executive Officer ("**CEO**") of the Company to ensure effective relations with Board members, shareholders, other stakeholders and the public.
4. The Chairman maintains on-going communications with the CEO and the Board.
5. If the Chairman is not independent and a lead director has been appointed, the Chairman shall delegate certain duties to such lead director in accordance with the lead director mandate and work with the lead director to ensure all Chairman duties are effectively carried out.

B. APPOINTMENT

1. The Chairman will be appointed as Chairman of the Board by the directors and will have the competencies and skills recommended by the Corporate Governance Committee and agreed to by the Board.

C. DUTIES AND RESPONSIBILITIES

1. Working with the Company

The Chairman has the responsibility to:

- (i) provide advice to the CEO on major policy issues affecting the Company;
- (ii) when requested by the CEO, assist the CEO in representing the Company in a general industry and community context;
- (iii) ensure that the Compensation Committee regularly monitors and evaluates the performance of the CEO, the Chief Financial Officer ("**CFO**") and the Chairman, and that such committee provides a report with respect thereto to the Board;
- (iv) ensure the Board reviews and assesses the report of the Compensation Committee on the performance of the CEO;

- (v) work closely with the CEO to ensure the CEO's strategies and plans are appropriately represented to the Board;
- (vi) when requested by the CEO, providing advice to the CEO on major policy issues affecting the Company such as acquisitions, divestitures and new strategic initiatives, and
- (vii) when requested by the CEO, assist the CEO in representing the Company at senior levels of industry or government to promote specific Company objectives.

2. Managing the Board

The Chairman has the responsibility to:

- (i) ensure the Board is aware of and in compliance with its obligations to the Company, shareholders, and other stakeholders pursuant to its Mandate, the By-laws of the Company, and pursuant to law;
- (ii) chair Board meetings;
- (iii) in consultation with the CEO and the Board, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (iv) in compliance with the By-laws of the Company assist the Board in its recommendation of the committee members and committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of those committees;
- (v) ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO, the CFO and the Corporate Secretary of the Company;
- (vi) ensure the Board receives regular updates from the CEO with respect to the business operations of the Company;
- (vii) maintain a liaison and communication with all directors and committee Chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees;
- (viii) in collaboration with the CEO and the CFO, ensure information requested by directors or committees of the Board is provided and meets their needs; and
- (ix) ensure that the Corporate Governance Committee regularly reviews, evaluates and reports to the Board on director attendance, performance and compensation and the size and composition of the Board.

3. MONITORING BUSINESS AFFAIRS

The Chairman has responsibility to:

- (i) lead the Board in monitoring and reviewing the business and affairs of the Company;
- (ii) lead the Board in considering appropriate measures it may take if the performance of the Company falls short of its goals or other special circumstances warrant;
- (iii) lead the Board in monitoring and reviewing compliance with the By-laws of the Company and other documents regarding the corporate governance of the Company.

4. RELATIONS WITH SHAREHOLDERS, OTHER STAKEHOLDERS AND THE PUBLIC

The Chairman has the responsibility to:

- (i) chair meetings of shareholders of the Company;
- (ii) when requested by the CEO and then in conjunction with the CEO, ensure the Company and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups; and
- (iii) when requested by the CEO undertake public service activities, in conjunction with the CEO and relevant committees, in connection with the charitable educational and cultural activities and objectives of the Company.

5. CHAIRMAN PERFORMANCE

- (i) With the Compensation Committee and the Board, ensure that an annual review and evaluation of the Chairman's performance is conducted by the Compensation Committee and reported on to the Board.