

THE RISK AND DISCLOSURE COMMITTEE CHARTER

Status

The Board of Directors (the “**Board**”) of MyMD Pharmaceuticals, Inc. (the “**Company**”) has established the Risk and Disclosure Committee (the “**Committee**”) as a standing committee of the Board.

Membership

The Committee shall consist of the members of the Audit Committee of the Board.

Purpose

The primary purposes of the Committee are:

1. To assist the Board in fulfilling its oversight responsibilities relating to (a) the compliance by the Company with the Company’s Code of Ethics and the Whistleblower Policy, (b) the design, implementation and execution of the Company’s Code of Ethics and ethics and risk program and evaluation of the internal controls over compliance; and (c) matters relating to the Company’s Whistleblower Policy and the Code of Ethics; and
2. To assist the Board and Company management in establishing an appropriate “tone at the top” and promoting a strong “culture of compliance” throughout the Company, while also recognizing that other Board committees assist the Board in fulfilling its oversight responsibilities relating to various areas of legal and regulatory compliance.

Committee Responsibilities

The responsibilities of the Committee shall be:

1. to review the effectiveness of the Company’s Code of Ethics annually, including the Company’s ethics and risk program, and recommend to the Board any changes to the Company’s policies and internal controls as necessary;
2. to monitor compliance with the Company’s Code of Ethics, and specifically review and evaluate the Company’s public disclosures and annually review and evaluate the Company’s disclosure controls and procedures;
3. to review and approve a waiver of a provision of the Code of Ethics;
4. to address any whistleblower complaints and ensure that all whistleblower complaints are appropriately reviewed by the Committee and that any appropriate remedial action if necessary is taken based on the results of its review; and
5. to ensure that non-retaliation policies are instituted and strictly complied with in order to protect any Company employee who reports a whistleblower complaint.

Meetings

The Committee shall meet at least twice per year and, during at least a portion of each meeting, shall convene without any management present. The Committee shall report regularly about its activities to the Board. A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of those present at a meeting (or, in case a quorum at the time consists of two members of the Committee, both members present) shall be required to take formal action of the Committee. Written minutes shall be kept for all formal meetings of the Committee.

The Committee may invite to its meetings members of Company management, outside experts or consultants and such other persons as the Committee deems appropriate.

The Committee shall report regularly about its activities to the Board.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and appropriate members of management, as the Chair deems appropriate.

Committee Authority

The Committee shall be empowered to conduct or cause to be conducted any investigation appropriate to fulfilling its responsibilities, and shall have direct access to the external auditors, the internal auditor and Company employees as necessary. The Committee shall have the authority to (a) retain, at the expense of the Company, the advice and assistance of outside advisors, including independent compliance consultants and independent legal advisors, as it may deem necessary or appropriate to fulfill its responsibilities, (b) conduct or authorize investigations into or studies of matters within the Committee's responsibilities and (c) perform all acts necessary to fulfill its responsibilities and achieve its objectives under this Charter and as otherwise directed by the Board, provided that such acts are not in violation of the Certificate of Incorporation or Bylaws of the Company, the Company's Code of Ethics or the Whistleblower Policy or any laws or regulations applicable to the Company.