

**MATEON THERAPUETICS, INC.**

**COMPENSATION COMMITTEE CHARTER**

**I. PURPOSE**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Mateon Therapeutics, Inc. (the “Corporation”) recommends to the Board compensation sufficient to attract, motivate and retain executives of outstanding ability and potential and to establish an appropriate relationship between executive compensation and the creation of shareholder value. The Board and the Committee seek to provide total compensation packages that are competitive in terms of total potential value to our executives, and that are tailored to the unique characteristics of our Corporation in order to create an executive compensation program that will adequately reward our executives for their roles in creating value for our shareholders. The Committee:

1. Assists the Board in establishing appropriate incentive compensation and equity-based packages that are competitive with other similarly situated companies in our industry.
2. Assist the Board in establishing performance and equity-based compensation to maximize shareholder value while, at the same time, attracting, motivating and retaining high-quality executives.
3. Oversee the process of evaluation of the performance of the Corporation’s management; and
4. Perform such other duties and responsibilities as enumerated in and consistent with this Charter.

**II. MEMBERSHIP AND PROCEDURES**

A. Membership and Appointment

The Committee shall be comprised of not fewer than two members of the Board, as shall be determined from time to time by a vote of a majority of the Board. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board, and shall hold office until their resignation or removal or until their successors shall be duly elected and qualified.

All members of the Committee shall qualify as “independent directors” for purposes of the listing standards of The Nasdaq Stock Market, Inc., as such standards may be changed from time to time. All members of the Committee shall also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, as such standards and definitions may be revised or amended from time to time; provided, however, that notwithstanding anything contained herein to the contrary, if not all

members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or a sub-committee of the Committee comprised of at least two members who qualify as non-employee directors. In addition to the general independence standard required for membership on the Committee, the Board must consider all factors specifically relevant to determining whether the director has a relationship to the Corporation which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to the director and (ii) whether the director is affiliated with the Corporation, any of its subsidiaries or an affiliate of a subsidiary.

B. Removal

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

C. Chairperson

A chairperson of the Committee (the "Chairperson") shall be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least once per year and at such other times as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via tele- or video-conference.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the full Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the full Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a Director and shall have no membership or voting rights by virtue of the position.

E. Delegation

The Committee may, by resolution passed by a majority of the Committee members, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the

Committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F. Authority to Retain Advisers

In the course of its duties, the Committee shall have the authority, at the Corporation's expense and without needing to seek approval for the retention of such advisors or consultants from the Board, to retain and terminate compensation consultants, legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisers' fees and other retention terms.

Before selecting any such consultant, counsel, expert or advisor, the Committee shall consider the following independence factors:

- The provision of other services to the Corporation by the person that employs the consultant, counsel, expert or advisor (the "Employing Firm").
- The amount of fees received from the Corporation by the Employing Firm, as a percentage of the total revenue of the Employing Firm.
- The policies and procedures of the Employing Firm that are designed to prevent conflicts of interest.
- Any business or personal relationship of the consultant, counsel, expert or advisor with a member of the Committee.
- Any business or personal relationship of the consultant, counsel, expert, advisor or Employing Firm with an executive officer of the Corporation.
- Any stock of the Corporation owned by the consultant, counsel, expert or advisor.

**III. DUTIES AND RESPONSIBILITIES**

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

The Board and the Committee believe that equity-based compensation and contingent cash compensation payable upon the achievement of goals of particular importance to the Corporation remain important tools to motivate the Corporation's executive officers.

1. Subject to variation where appropriate, the compensation policy for executive officers and other key employees shall include (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time or project based incentive compensation, which shall be awarded for the achievement of financial,

project, research or other designated objectives of the Corporation as a whole and of the executive officers and key employees individually and (iii) long-term incentive compensation in the forms of equity participation and other awards with the goal of aligning, where appropriate, the long-term interests of executive officers and other key employees with those of the Corporation's stockholders and otherwise encouraging the achievement of superior results over an extended time period.

2. Review competitive practices and trends to determine the adequacy of the executive compensation program.
3. Review and consider participation and eligibility in the various components of the total executive compensation package.
4. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation. The CEO shall not be present during voting or deliberations on his compensation.
5. Review and make recommendations to the Board with respect to compensation of directors, executive officers of the Corporation other than the CEO and key employees.
6. Approve all change in control provisions and approve employment contracts, severance arrangements and other agreements for executive officers and key employees.
7. Approve and administer cash incentives and deferred compensation plans for executives (including any modification to such plans) and oversight of performance objectives and funding for executive incentive plans.
8. Approve and oversee reimbursement policies for directors, executive officers and key employees.
9. Review matters relating to management succession, including, but not limited to, compensation.
10. Approve and administer compensation programs involving the use of the Corporation's stock.
11. If appropriate, hire experts in the field of executive compensation to assist the Committee with its evaluation of director, CEO or senior executive compensation.
12. If the Corporation is required by applicable Securities and Exchange Commission ("SEC") rules to include a Compensation Discussion and Analysis ("CD&A") in its SEC filings, review the CD&A prepared by management, discuss the CD&A with management and, based on such review and discussions, recommend to the Board that the CD&A be included in the Corporation's Annual Report on Form 10-K, proxy statement, or any other applicable filing as required by the SEC.
13. Periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost.

14. Make regular reports to the Board.
15. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
16. Periodically evaluate its own performance.
17. Oversee the process of performance evaluations of the Corporation's management.
18. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.