

ANTISENSE THERAPEUTICS LIMITED

REMUNERATION COMMITTEE CHARTER

This Charter governs the operations of the Remuneration Committee ('Committee'). The Committee shall review and reassess the Charter at least annually and obtain the approval of the Board of Directors ('Board').

Membership

The Committee shall consist of:

- a minimum of three members, the majority being independent directors.
- an independent chairperson.

Meetings:

The Committee shall meet as frequently as required to undertake its role effectively, but at least once per year to:

- Review remuneration policy including fixed, performance-based and equity-based remuneration.
- Review the remuneration of executive directors and senior management.
- Determine all equity-based plans and equity-based remuneration.
- Determine the design of any remuneration incentive-based plan and the total level of remuneration proposed from any such incentive plan.

Minutes will be maintained for every Remuneration Committee meeting.

Role and Responsibilities:

- Oversee the remuneration strategy of the company and recommend or make such changes to the strategy as the Committee may deem to be appropriate.
- Ensure remuneration policies and practices enable the company to attract, motivate and retain directors and senior management who will create value for shareholders.
- Ensure that directors and senior management are fairly and responsibly remunerated having regard to their performance, the performance of the company, industry norms/standards and the general pay environment as appropriate.
- Require that the Board determine remuneration of non-executive directors. The Committee may request management or external consultants to provide necessary information upon which the Board may make its determination.
- As stated in the Board Charter, the Board of directors is required to conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Remuneration Committee will receive comments from all directors, with respect thereto, and report annually to the Board with an assessment of the Board's performance. The assessment will be discussed with the full Board following the end of each fiscal year.
- Ensure remuneration disclosure compliance in the company's Annual Report.
- The Committee shall have the right to seek any information it considers necessary to fulfill its duties, which includes the right to obtain appropriate external advice at the company's expense.