



MANDATE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

I. General Statement of Purpose

The primary functions of the Chairman of the Board of Directors (the “**Board**”) of Novelion Therapeutics Inc. (the “**Company**”) are to facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate.

II. General

Appointment and Removal of Chairman of the Board

The Chairman of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of shareholders or between annual general meetings upon the resignation, death, disqualification or removal of the Chairman. The Chairman shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Chairman or the resignation, disqualification or removal of the Chairman from the Board.

Qualifications

The Chairman shall be a member of the Board and shall be “independent” as determined by the Board in accordance with the applicable stock exchange (*i.e.*, the NASDAQ Stock Market and the Toronto Stock Exchange) listing standards and applicable laws, instruments and policies. The Chairman shall satisfy the independence standards established by the Board and any additional independence standards required for a Board chairman or lead director of a board of directors under applicable law.

Access to Management and Outside Advisors

The Chairman shall have access to senior management and employees of the Company. The Chairman shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist him or her in fulfilling his or her responsibilities and to set and pay the respective reasonable compensation for these advisors without consulting or obtaining the approval of the Board or any officer of the Company; provided that, in the event the Board appoints more than one Chair, each Co-Chair shall consult and obtain the approval of the other Co-Chair regarding these matters. The Company shall provide appropriate funding, as determined by the Chairman, for the services of these advisors.

III. Functions and Responsibilities

The Chairman shall have the functions and responsibilities set out below as well as any other matters that are specifically delegated to the Chairman by the Board. In addition to these functions and responsibilities, the Chairman shall perform the duties required of a chairman of a board of directors by binding requirements of the stock exchanges on which the securities of the Company are listed, and all other applicable laws.

Board Management

1. **Leadership.** The Chairman shall provide leadership of the Board and arrange for it to review and monitor the aims, strategy, policy and directions of the Company and the achievement of its objectives.
2. **Communication.** The Chairman shall communicate with the Board to keep it up-to-date on major developments, in order to avoid surprises through timely discussion of potential developments and have the Board provided with sufficient knowledge to permit it to make major decisions in a considered manner based on full information.
3. **Chair of Board Meetings and the Annual General Meeting.** The Chairman shall chair Board meetings and all annual general meetings. The Chairman may vote at a Board meeting on any matter requiring a vote; for the sake of clarity, in the event the Board appoints more than one Chair, each Co-Chair shall have one vote.
4. **Board Meetings.** In consultation with the Company's Chief Executive Officer, the Chairman shall set the agenda for each Board meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.
5. **Director Appointments and Nominations.** The Chairman shall provide input to the Corporate Governance and Nominating Committee on his or her recommendation to the Board for approval of (i) candidates for nomination or appointment to the Board; and (ii) members and chairs of Board committees.
6. **Director Development.** In consultation with the Corporate Governance and Nominating Committee, the Chairman shall coordinate and oversee the Company's director orientation and continuing education programs. As necessary, the Chairman shall report to the Board on the status of the director orientation and continuing education programs and shall recommend changes he or she considers appropriate.
7. **Access to Management and Outside Advisors.** On an ongoing basis, the Chairman shall assess whether the Board and its committees have appropriate administrative support, access to senior management and access to outside advisors for the purposes of the Board fulfilling its mandate.

Advisory Matters Relating to the Chief Executive Officer

1. **Input on Chief Executive Officer Matters.** The Chairman shall provide input to the Compensation Committee of the Board and the Board in respect of the appointment, removal, evaluation, compensation and succession, as applicable, of the Chief Executive Officer.
2. **Meeting with Chief Executive Officer.** At least quarterly, the Chairman shall meet with the Chief Executive Officer, to provide feedback and advice on behalf of the Board. On an ongoing basis, the Chairman shall communicate with the Chief Executive Officer, on behalf of the Board regarding questions, concerns or comments of the Board, shareholders or other stakeholders.

Succession

The Chairman shall participate and provide input, as required, to the Corporate Governance and Nominating Committee on succession plans in respect of the Chairman position.

Strategic Planning

At least annually, the Chairman shall review management's strategic planning initiatives, including the outcome of management's annual strategy meeting.

Communication with Shareholders

As necessary, in conjunction with the Board and the Chief Executive Officer, the Chairman shall review the effectiveness of the Company's shareholder communications plan.

Annual Review

The Corporate Governance and Nominating Committee shall review this Mandate of the Chairman annually and recommend amendments to the Board as necessary.

IV. Reporting to the Board

The Chairman shall report to the Board on material issues arising in undertaking his or her functions and responsibilities under this mandate and, if necessary, shall make recommendations to the Board for its approval on these matters.

ADOPTED BY THE BOARD OF DIRECTORS: December 1, 2016