



COMPLIANCE COMMITTEE CHARTER

I. General Statement of Purpose

The Compliance Committee of the Board of Directors (the "Compliance Committee") of Novelion Therapeutics Inc. (the "Company"), on behalf of the Board of Directors (the "Board"), discharges the Board's responsibilities relating to the Company's compliance with laws, regulations, internal procedures and industry standards that may cause significant business, regulatory, or reputational damage to the Company, as well as legal and business trends and public policy issues. The primary function of the Compliance Committee is to oversee the development and implementation of compliance and ethics policies and practices at the Company.

While the Compliance Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Compliance Committee to design the risk management system and related policies and procedures (including the identification and prioritization and management of risks). These are the responsibility of management. The Audit Committee of the Board oversees the Company's accounting and financial reporting related policies, processes and procedures, and has the other responsibilities set forth in the Charter of the Audit Committee.

II. Compliance Committee Composition

The Compliance Committee shall consist of no fewer than two members. A majority of the members of the Compliance Committee shall be independent as defined in the Nasdaq Listing Rules. The Compliance Committee's membership should, unless the Board determines otherwise, include at least one member of the Audit Committee of the Board. If the Compliance Committee does not include a member of the Audit Committee, then the Chair of the Compliance Committee and Chair of the Audit Committee shall meet on a regular basis to update each other on the key activities of each of their Committees. The Chair of the Compliance Committee shall be independent and shall have relevant experience in law, corporate compliance, regulatory or governmental affairs or academia or service on the board of a healthcare institution, pharmaceutical company or other highly regulated company.

The members of the Compliance Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compliance Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compliance Committee to serve as Chair of the Compliance Committee. All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Compliance Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Compliance Committee or any subcommittee thereof.

III. Meetings

The Compliance Committee shall meet at least two times per calendar year and the Compliance Committee and Audit Committee will meet jointly at least one time per calendar year. The Compliance Committee generally is to meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary by the Compliance Committee. A majority of the members of the Compliance Committee shall constitute a quorum for purposes of holding a meeting and the Compliance Committee may act by a vote of a majority

of members present at such meeting. In lieu of a meeting, the Compliance Committee may act by unanimous written consent in accordance with the Company's by-laws. The Chair of the Compliance Committee, in consultation with the other members, as he or she deems necessary and subject to the requirements of this Section, may determine the frequency and length of the Compliance Committee meetings and may set meeting agendas consistent with this Charter. The Compliance Committee shall meet periodically in separate executive sessions with management, the Chief Compliance Officer and the General Counsel, and have such other direct and independent interaction with such persons from time to time as the members of the Compliance Committee deem appropriate.

IV. Compliance Committee Activities

The following responsibilities are set forth as a guide to fulfilling the Compliance Committee's purposes, with the understanding that the Compliance Committee's activities may evolve as appropriate given the circumstances. The Compliance Committee's purpose and responsibilities shall be as set forth below.

A. Oversight of Company Compliance Policies and Procedures

- Except for the review and overview of laws, regulations and internal procedures allocated to other committees of the Board, such as the Audit Committee, review the status of the Company's compliance with relevant laws, regulations and internal procedures. This includes, without limitation, compliance with U.S. federal healthcare program requirements; compliance with U.S. and ex-U.S. pharmaceutical product promotional rules and regulations, including with respect to "off-label" and other product promotional activities, unapproved product uses, product safety claims and product superiority or efficacy claims; compliance with global anti-bribery, anti-corruption laws and regulation (such as the U.S. Foreign Corrupt Practices Act) on ex-U.S. product promotional activity; GXPs, including good clinical practices, good manufacturing practices, and good laboratory practices; quality assurance/control; REMS and pharmacovigilance. In addition the Committee shall exercise oversight with respect the Company's implementation of and compliance with the agreements entered into with government in September 2017 in connection with the settlement of various compliance issues.
- Oversee that management has established, documented and maintained, and periodically reevaluates, its policies and procedures to assure that an adequate system of compliance and risk management is functioning within the Company, including that the Company has and effectively operates an executive management compliance committee, chaired by the Chief Compliance Officer.
- At least annually, receive a presentation by management summarizing the Company's programs and controls for compliance with legal and regulatory requirements. Given that this overlaps with the responsibilities of the Audit Committee, where possible, this presentation will take place at the joint annual meeting of the Committee with the Audit Committee set forth in Section III.

- Receive regular reports from the General Counsel and the Chief Compliance Officer on key legal and compliance matters, and provide guidance and oversight on such matters and the management thereof.
- Oversee the implementation of the Company's compliance program with respect to companies acquired by the Company or in which the Company has controlling interest.
- Review reporting chains that seek to provide a protected channel for reporting compliance related concerns to management and the Board. Review the policies and procedures designed to provide protection against retaliation for raising compliance related concerns within such reporting chains.
- Receive in its discretion reports from management on employee training and internal messaging to employees regarding the Company's commitment to behavior and practices that comply with the Company's compliance policies and applicable laws and regulations, as well as the Company's efforts to promote a culture focused on compliance.
- At least annually, receive a report from management regarding the results of risk management reviews and assessments, as well as any significant compliance investigations and disciplinary actions.
- Receive details and reports on internal investigations or government or regulatory actions that may cause significant financial or reputational damage to the Company or that otherwise indicate a significant compliance or regulatory issue within the Company. Such reports should be provided promptly to the Compliance Committee and should provide details of any significant non-compliance involving Company employees and any regulatory actions or claims against the Company, and an assessment of whether the actions in question reflect a continuing compliance issue at the Company.
- Recommend to the Board or any relevant committee of the Board corrective actions or programs directed at resolving issues of non-compliance or encouraging a culture focused on compliance, including the terms and objectives of incentive compensation plans and any recommendations regarding the extent, if any, to which incentive-based compensation should be reduced or restructured in response to issues regarding risk management and compliance.

B. Code of Business Conduct and Ethics

- Review and assess the adequacy of the Company's Code of Business Conduct and Ethics periodically, but at least annually, and recommend any proposed changes to the Board for approval.

C. Compliance Committee Reports

- The Compliance Committee shall report at least annually to the Board on (i) the Company's compliance functions, (ii) relevant compliance issues involving the Company of which the Compliance Committee has been made aware, including a summary of the results of any compliance investigations conducted by the Company, (iii) any potential patterns of non-compliance identified within the Company, (iv) any significant disciplinary actions against any employee, and (v) any other issues that may reflect any problems in compliance or regulatory matters exposing the Company to substantial compliance risk.

D. Review of Charter

- Review and assess the adequacy of this Charter on a periodic basis and submit any proposed changes to the Board for approval.

E. Annual Performance Evaluation of the Compliance Committee

- Perform an annual performance evaluation of the Compliance Committee and report to the Board on the results of such evaluation.

V. General

- The Compliance Committee may form and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compliance Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compliance Committee shall maintain minutes and other records of the Compliance Committee's meetings and activities.
- In discharging its role, the Compliance Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Compliance Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compliance Committee or meet with any members of or advisors to the Compliance Committee.
- The Compliance Committee is authorized, in its discretion, to require management to conduct audits on compliance, regulatory and/or legal concerns to carry out its responsibilities. The Compliance Committee may also, in its discretion, direct whether or not the Compliance Committee should be the direct recipient of the results of such an audit.
- In carrying out its responsibilities, the Compliance Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compliance Committee may consult. The Compliance Committee shall also have the authority to engage legal or other advisors to provide it with

advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- The Compliance Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED BY THE BOARD OF DIRECTORS: November 9, 2017