

Ondine Biomedical Inc.

Committees of the Board of Directors

Audit Committee

The audit committee has primary responsibility for monitoring the quality of the Company's internal controls and ensuring that the financial performance of the Company is properly measured and reported on and for reviewing reports from the Company's auditors relating to the Company's accounting, internal controls, and financial disclosure. The Company's audit committee is governed by a written charter that sets out its mandate and responsibilities. The audit committee members are Colin Watt (Chairperson), Michael Crane, and Margaret Shaw, all of whom are independent directors.

Corporate Governance Committee

The corporate governance committee is primarily responsible for reviewing procedures in place for ensuring compliance by the Company with appropriate standards of corporate governance. This includes comparing the Company's policies and practices to those recommended by regulatory authorities and adopting such policies and practices that are in the best interests of the Company and its shareholders in relation to the Company's size and stage of development. The corporate governance committee members are Colin Watt (Chairperson), Carolyn Cross, and Margaret Shaw.

Compensation Committee

The compensation committee, on behalf of the Board, monitors compensation of executive officers of the Company. The majority of the members of the Compensation Committee are independent directors. The Compensation Committee periodically reviews the compensation paid to directors and management based on such factors as time commitment, comparative fees paid by similar companies in the industry and level of responsibility. The Compensation Committee determines overall compensation policies as well as the terms and conditions of service (including the remuneration), and the grant of options to, executive directors, key employees, key consultants and non-executive directors. The compensation committee members are Margaret Shaw (Chairperson), Colin Watt, and Carolyn Cross.