

# Charter of the Science, Technology and Clinical Affairs Committee

## Biocept, Inc

### **I. Purpose**

The purpose of the Science, Technology and Clinical Affairs Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Biocept, Inc. (the “*Company*”) is to review and advise the Board on the Company’s research and development programs, its technology and relevant scientific advances.

### **II. Membership**

The Committee shall consist of two or more members of the Board. Each member shall, in the judgment of the Board, have scientific, medical or other expertise relevant to the Company’s business. The Committee members shall be appointed by and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board shall immediately constitute resignation or removal, as applicable from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s Chairperson shall be designated by the Board.

### **III. Responsibilities and Authority**

To implement the Committee’s purpose, the Committee shall be charged with the following functions and processes with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances:

- Review and advise the Board on the overall strategy, direction and effectiveness of the Company’s research and development and its clinical programs;
- Evaluate and advise the Board on the Company’s progress in achieving its long-term strategic research, development and clinical goals and objectives;
- Identify and monitor emerging science, technology and regulatory developments, issues and trends which are relevant to the Company’s research and development strategy and clinical activities;
- Assess and advise the Board, as requested, on the Committee’s view of the quality and competitiveness, from a scientific perspective of the Company’s research and development programs and clinical initiatives;
- The Committee shall, at the request of the Board, review and evaluate the infrastructure and resources made available by the Company for its research and development projects and clinical programs. Upon review, the Committee will make recommendations regarding such infrastructure and resources necessary to achieve the Company’s objectives;

- The Committee shall, at the request of the Board, review and advise the Board regarding the scientific, research and development, and intellectual property aspects of proposed transactions such as investments, acquisitions and intellectual property;
- The Committee shall meet with and liaise with, as well as review the recommendations from, the Company's Scientific Advisory Board (SAB) and Clinical Advisory Board (CAB);
- Conduct quarterly meetings with the Company's Chief Scientific Officer, Medical Staff and Chief Executive Officer to assess and advise on clinical and scientific progress and initiatives;
- Review and make recommendations on such other related topics as determined by the Board;
- Evaluate its own performance on at least an annual basis; and
- Review the adequacy of this Charter and recommend any changes to the Board for its approval.

#### **IV. Meetings and Minutes**

The Committee shall hold regular meetings or special meetings as its members deem necessary or appropriate to fulfill the Committee's responsibilities. Other members of the Board who are not on the Committee, specific members of management and external advisors may be invited to attend all or part of any meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board. The Committee shall report its actions and any recommendations to the Board as soon as practical following any Committee meeting.