

Achieve Life Sciences, Inc.
(the “Corporation”)

**NOMINATING AND
GOVERNANCE COMMITTEE CHARTER**

1. General

The Board of Directors of the Corporation (the “Board”) has established a Nominating and Governance Committee (the “Committee”) for the purpose of providing the Board with recommendations relating to corporate governance in general, including, without limitation: (a) all matters relating to the stewardship role of the Board in respect of the management of the Corporation, (b) Board size and composition, including the candidate selection process and the orientation of new members and (c) such procedures as may be necessary to allow the Board to function independently of management. The Committee will also oversee compliance with policies associated with an efficient system of corporate governance.

2. Members

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. All members of the Committee shall be independent within the meaning of all applicable U.S. and Canadian securities laws and the rules of the Nasdaq Capital Market and such other securities exchanges and quotation systems on which the Corporation’s securities are then listed or quoted (the “listing standards”); provided, however, that one or more members of the Committee may be non-independent if permitted by all applicable regulations.

3. Duties

The Committee will have the following duties:

A. The Committee will review and make recommendations to the Board respecting:

- corporate governance in general and regarding the Board’s stewardship role in the management of the Corporation, including the role and responsibilities of directors and appropriate policies and procedures for directors to carry out their duties with due diligence and in compliance with all legal and regulatory requirements;
- (i) the size and composition of the Board (including with reference to applicable rules, regulations or guidelines promulgated by regulatory authorities related to corporate governance), (ii) whether any compensation committee interlocks exist, (iii) general responsibilities and functions of the Board and its members, and of the Chief Executive Officer (“CEO”), including position descriptions for the CEO and the Chair of the Board, (iv) the organization and responsibilities of Board committees, and (v) the procedures for effective Board meetings to ensure that the Board functions independently of management and without conflicts of interest;
- the long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience on the Board and the strategic direction of the Corporation. This plan will include: (i) the desired qualifications, demographics, skills and experience for potential directors, (ii) the appropriate rotation of directors on Board committees, (iii) an

interview process for potential candidates for Board membership, and (iv) a list of future candidates for Board membership;

- a determination with respect to each director's "independence" under the listing standards, the rules and regulations of the SEC and any other laws applicable to the Corporation;
- when required, a candidate for appointment to the office of Chair of the Board;
- when required, a candidate for appointment to the office of CEO;
- annually, in consultation with the Chair of the Board and the CEO, and at an appropriate time prior to preparation of the Corporation's proxy statement for the annual meeting, the Board nominees recommended for election as members of the Board, subject to legal rights, if any, of third parties to nominate or appoint directors;
- as required, candidates to fill any Board and Committee vacancies;
- whether the Committee and the Board will consider candidates for the Board recommended by stockholders, and if so, any policies and procedures with respect thereto, including reviewing and responding to director nominations submitted in writing by the Corporation's stockholders;
- together with the Chairs of other Board Committees, at least annually, review and evaluate the scope, duties and responsibilities of those Committees and where advisable, any amendments thereto, as well as the establishment or disbanding of Board Committees and changes to their composition, including the Chairs thereof;
- periodically, directors and officers third party liability insurance coverage; and
- the framework for delegating authority from the Board to management.

B. The Committee will review, approve and report to the Board on:

- the orientation process for new directors and plans for the ongoing development of existing Board members;
- the establishment of appropriate processes for the regular evaluation of the effectiveness of the Board, its committees and its members.
- at least annually, in conjunction with the Chair of the Board, the performance of individual directors and management, the Board as a whole, and committees of the Board;
- at least annually, an evaluation of its own performance as a committee, including its effectiveness and compliance with this Charter;
- at least annually, the adequacy of this Charter and any recommended changes to the Charter;
- at least annually, the performance evaluation of the Chair of the Board and the Chair of each Board Committee;

- together with the Chair of the Board (where appropriate), concerns of individual directors about matters that are not readily or easily discussed at full Board meetings, to ensure the Board can operate independently of management;
 - the corporate governance disclosure sections in the Corporation's U.S. and Canadian securities law and stock exchange filings, and any other corporate governance matters as required by public disclosure requirements; and
 - at least annually, management's succession plans for all executive officers, including specific development plans and career planning for potential successors.
- C. The Committee will oversee compliance with the Corporation's Code of Business Conduct and Ethics (the "Code"), monitor compliance with the Code, authorize any waiver granted in connection with the Code (provided, however, that any waiver granted with respect to a director or officer must be granted by the Board, and the Committee may delegate the approval of waivers with respect to non-officer employees to the Chair of the Committee or a designated compliance officer), and oversee the appropriate disclosure of any such waivers.
- D. The Committee will oversee compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance and regularly review issues and developments related to matters of corporate governance. The Committee shall also develop, assess periodically, and make recommendations to the Board concerning appropriate corporate governance policies.
- E. The Committee will perform any other functions required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission (the "SEC") and the rules of any exchange or market on which the Corporation's securities are traded. The Committee shall also perform such other functions as are delegated to it by the Board from time to time.
- F. To perform any other activities, consistent with this Charter, the Corporation's bylaws and applicable listing standards and laws, as the Committee or the Board deems necessary or appropriate.

4. Chair

The Board will in each year appoint the Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair by a majority vote of the authorized number of Committee members. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

5. Meetings

The Committee will meet at the request of its Chair or a majority of Committee members, but in no event will the Committee meet less than once a year. In any event, the Committee will meet regularly to consider matters referred to it by the Board. Notices calling meetings will be sent to all Committee members, to the CEO of the Corporation, to the Chair of the Board and to all other directors. The Committee may meet in person or by telephone. The Committee also may hold special meetings or act by unanimous consent in writing or by electronic transmission. The Committee may meet separately with other directors, the CEO and other Corporation employees, agents or representatives invited by the Committee. The CEO of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other directors who are

not members of the Committee may attend all meetings of the Committee in an ex-officio capacity and will not vote. The CEO shall not attend in-camera sessions.

6. Quorum: Action

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing, will constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Corporation's bylaws, applicable laws or regulations, or the listing standards.

7. Removal and Vacancy

A member may resign from the Committee, and may be removed, with or without cause, by the approval of a majority of the independent directors then serving on the full Board, and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

8. Experts and Advisors

The Committee may retain or appoint, at the Corporation's expense, and with the approval of the Chair, an outside advisor or expert as it deems necessary to carry out its duties. The Committee will receive and consider all such requests for the retention of outside advisors and experts from an individual director, the Board, and all of its committees (except for the Audit Committee, which will notify the Committee of its actions in this regard).

9. Secretary and Minutes

The Chair of the Committee will appoint a member of the Committee or other person to act as Secretary of the Committee for the purposes of a meeting of the Committee. The minutes of the Committee will be in writing and duly entered into the books of the Corporation, and will be circulated to all members of the Board.

10. Committee Access and Resources

The Committee is at all times authorized to have direct, independent and confidential access to the Corporation's other directors, management and personnel, as well as to the Corporation's books, records and facilities, to carry out the Committee's purposes. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate at the Corporation's expense any search firm to assist in identifying director candidates, and any independent counsel or other advisers selected by the Committee for matters related to the Committee's purposes. The Committee shall have sole authority to approve related fees and retention terms.

11. Procedures Regarding Director Nominations by Stockholders

The Nominating and Governance Committee will consider stockholder recommendations for directors sent to the Company in accordance with the provisions related to stockholder nominations set forth in the Company's bylaws.

12. Disclosure of Source of Director Nominee Recommendation

The Committee shall disclose to the Board information regarding the category or categories of persons or entities that recommended, and persons or entities that caused to be recommended, each director nominee (for instance, security holder, non-management director, chief executive officer, other executive officer, third-party search firm, or other, specified source), specifically noting those instances where a nominee was recommended by the CEO of the Corporation. The Committee also shall disclose to the Board whether any third parties received compensation related to identifying and evaluating candidates.