

VIRACTA THERAPEUTICS, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

(Adopted on March 16, 2021, amended and restated on May 25, 2021)

The Science and Technology Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Viracta Therapeutics, Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

A. PURPOSE

The purpose of the Committee shall be to assist the Board in its oversight of the Company’s technology, research and development programs and relevant scientific advances.

B. COMPOSITION

1. Membership. The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by the Board and shall serve until the earlier of their resignation or removal by the Board in its discretion.

2. Qualifications. Each member of the Committee shall meet such qualifications as may be established by the Board from time to time.

3. Chairperson. The Board may designate a chairperson of the Committee (the “**Chairperson**”). The Chairperson of the Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas with input of management for the Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

C. RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee, at its discretion, may, but shall not be required to, perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee and its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Advisory Role. The Committee shall serve in an advisory role to assist the Company with the development and use of its science and technology.

2. Strategy Oversight. The Committee shall oversee the innovation strategy of the Company, including periodic reviews of the Company’s research and development (R&D) portfolio and its overall competitiveness, the science and technology underlying major R&D initiatives, and the competitive environment.

3. IP Review. The Committee may periodically conduct targeted reviews of the Company's patent portfolio and strategy and may at its discretion engage or consult with legal counsel or other advisors regarding the Company's intellectual property strategy.

4. Transaction and Licensing Review. The Committee shall advise the Board on the scientific and R&D aspects of major technology-based transactions and licensing agreements that require Board approval.

5. Quality Oversight. The Committee may periodically review and advise the Board of the Company's overall quality programs and processes for the Company's R&D and development programs.

6. Study Oversight. The Committee shall oversee risk management in the area of human and animal studies, including the periodic review of the Company's policies and procedures related to the conduct of human and animal studies and the use and publication of data derived from such studies.

7. Scientific Advisory Board. The Committee shall periodically review with management the composition of the Scientific Advisory Board ("SAB") and the members of the Committee may participate when appropriate in SAB meetings or other interactions with SAB members.

8. Advisors. The Committee is authorized to engage independent legal and/or regulatory counsel and other advisors as it determines necessary to carry out its duties. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisors engaged by the Committee pursuant to this Section.

9. Committee Evaluation. The Committee shall periodically conduct and present to the Board a self-performance evaluation of the Committee.

10. Charter. The Committee shall periodically review the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.

D. GENERAL

1. The Committee shall meet at such times as the Committee shall determine. The Committee may meet in person or by telephone or video conference.

2. Minutes are kept of each meeting of the Committee, and the Committee must regularly provide reports of its actions to the Board.

3. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law or regulation.

4. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee may establish its own meeting schedules, which it shall provide to the Board.

5. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. It is expected that Company management will attend meetings of the Committee as requested by the Committee, and shall propose agendas for such meetings as requested.

6. Members of the Committee can receive such fees, if any, for their service as Committee members as may be determined by the Board or a duly authorized Board committee, as applicable. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.