Board of Directors Charter

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Purpose

The Board of Directors (the "**Board**") of Liminal BioSciences Inc. (the "**Company**") is ultimately responsible for the stewardship of the Company and its subsidiaries as a whole. It does not actively manage but rather supervises the management of the Company's business and affairs, to ensure a consistent focus on increasing shareholder value. In exercising their powers and discharging their duties, the directors shall (a) act honestly and in good faith with a view to the best interests of the Company and all stakeholders; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In accordance with the *Canada Business Corporations Act*, the Board may delegate certain responsibilities to the Board committees as well as the prior analysis and development of options and recommendations regarding any issues it is responsible for. However, such delegation does not remove the Board's general oversights responsibilities of the Company. The Board shall establish the two (2) following standing committees: (i) the Audit, Risk and Finance Committee, and (ii) HR and Corporate Governance Committee.

The Board has delegated the approval of certain matters to the Management of the Company pursuant to its Delegation of Authority, as amended from time to time.
In discharging its mandate, the Board may engage the services of outside advisors at the expense of the Company. The Board also allows any Board committee or director to engage the services of an outside advisor at the expense of the Company, to adequately carry out such Committee's duties, where the circumstances so warrant. Any Board committee or director shall obtain the Board's written approval before engaging the services of an outside advisor.

Mandate

To fulfill its mandate, the Board assumes responsibility for the following matters:

Strategy Development

Initially adopt and annually review a strategic planning process and strategic directions arising therefrom, taking into account, among other things, the opportunities and risks of the business of the Company, as well as review annually the critical assessment of these directions, of the actions taken to achieve them and the results of such actions.

Human Resources, Compensation and Performance Assessment

1. Oversee succession planning, including the appointment, training and monitoring of the Chair, the Lead Independent Director, the Directors, the Chief Executive Officer ("**CEO**") and other executive officers of the Company.

2. Together with the CEO, approve corporate goals and objectives that the CEO is responsible for meeting and assess the CEO against these goals and objectives.

3. With input from a committee of the Board and the Lead Independent Director, review the adequacy and form of the compensation of the Chair, executive officers and directors, with such compensation realistically reflecting the responsibilities and risks of such positions and comparison with a relevant group of peer companies in Canada, the USA and the UK.

4. On an annual basis, (i) designate the senior executive officers of the Company, (ii) select and appoint as executive officers fully competent persons to such offices to manage the business and affairs of the Company, and (iii) assess the performance of the CEO.

5. Ensure that processes are implemented by the CEO to assess the executive officers.

6. Together with the CEO, develop position descriptions for the Chair of the Board, the Lead Independent Director, the Chair of each committee of the Board and for the CEO.

Financial Matters, Risk Management and Internal Control

1. Identify the principal risks inherent in the activities of the Company and assessing the implementation of appropriate systems to manage these risks.

2. Oversee the integrity of internal controls and management information technology systems.

3. Adopt budgets and financial results of the Company, monitor compliance with accounting standards and the integrity and adequacy of financial information disclosure.

4. Upon the Audit, Risk and Finance Committee's recommendation, (i) select the external auditors to be nominated for appointment by the shareholders of the Company, and (ii) approve fees and other compensation to be paid to the external auditors.

5. Determine the appropriateness of declaring dividends and the declaration of dividends, where appropriate.

6. Agree annual internal audit objectives with the Chief Financial Officer (CFO), receive internal audit reports and ensure that any remedial actions or adoption of new control measures are implemented effectively.

Corporate Governance Matters

1. To the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.

2. Establish and review annually corporate communication policies with respect to the following: (i) how the Company interacts with analysts, investors, other key stakeholders and the public; (ii) measures for the Company to comply with its continuous and timely disclosure obligations and to avoid selective disclosure and (iii) tipping and the purchase and sale of securities of the Company by insiders and other persons with a special relationship with the Company.

3. Adopt and annually review a written code of business conduct and ethics for the Company that governs the behavior of directors, officers and employees with standards reasonably designed to promote integrity and deter wrongdoing, monitor compliance with the code and grant any waivers from compliance with the code for directors and executive officers.

4. Implement structures and procedures that ensure that the Board can function independently of management.

5. During a Board meeting, ensure that the Lead Independent Director intervene should the Board consider the Chair's independent judgment is biased, to ensure that the Board will successfully carry out its duties.

6. For each member of the Board, act as representatives of the Company in: (i) enhancing the organization's public image, firm reputation and credibility, (ii) providing contacts/network to the Company, (iii) being loyal to the Company, (iv) supporting the decisions of the majority the Board, and (v) identifying, evaluating and carrying out profitable business opportunities for the Company, as well as providing the Company with information on the market in which it operates.

7. Appoint committees of the Board, determine their mandates and select their members and chair.

8. Adopt and annually review mandates for each of the Board's committees.

9. Assign to a committee of directors, including the Lead Independent Director, the general responsibility for developing the Company's approach to governance issues, including developing a set of corporate governance principles, guidelines and practices that are specifically applicable to the Company.

10. Assess as advisable and in a timely manner, the effectiveness of the Board, the committees of the Board, the Chair of the Board, the Lead Independent Director as well as the directors.

11. Ensure that all new directors receive comprehensive orientation to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and energy that the Company expects from its directors) and the nature and operation of the Company's business and the industry within which it operates.

12. Examine annually the size and composition of the Board and its Committees, with a view to having a diversity of gender, geography, background and skills to ensure a wide-variety of perspectives, experience and expertise to achieve effective stewardship and facilitate effective decision-making and ensure the planned retirement of directors as necessary to maintain an optimal mix of skills, competencies, recent experience and contact-networks.

13. Perform and carry out any other duties assigned to the Board pursuant to the Company's statutes, by-laws, governing law and other applicable statutes, regulations, rules and norms as amended from time to time.

14. Keep records of its activities, meetings, etc. at the office of the Corporate Secretary.

Composition

The Board is comprised of a minimum of three (3) directors and a maximum of fifteen (15) in accordance with the articles of the Company and applicable laws, but its quorum must at all times be comprised of at least two independent directors.

The Board should be constituted with a majority of individuals who qualify as independent directors. A director is independent if such director has no material relationship with the Company, as defined in s. 1.4 of *Regulation 52-110 respecting Audit Committees* as amended from time to time. If the Company has a significant shareholder, the Board should include in addition a number of directors who do not have interests in or relationships with either the Company or the significant shareholder (i.e. a shareholder with the ability to exercise a majority of the votes for the election of the Board) and which fairly reflects the investment in the Company by shareholders other than the significant shareholder.

The application of the definition of "independent director" to the circumstances of each individual director, for the purposes of and as defined in the preceding paragraph, is the responsibility of the Board. The Board is also required to identify which directors are independent and obtain and provide a description of the material relationship between each director who is not independent and the Company.

Meetings

To efficiently discharge its duties, the Board meets periodically (at least once per quarter), and the committees of the Board meet between these meetings as circumstances dictate.

The Board holds, at least once a year, an informal meeting without management being present. Such meetings can be held, if the Board so wishes, at the end of each meeting of the Board or at other specified times during the year ("in-camera session(s)"). During an in-camera session, a secretary should be designated amongst the directors present at said session in order to record any decision made by the directors. The CEO must be invited at the end of an in-camera session to be informed of any such decision and have the opportunity to comment thereon, in the event that a decision was taken. If further discussions between the directors are needed following the CEO's comments, the CEO must leave the session and must be informed of the final decision immediately thereafter.