Helus Pharma Inc.

SCIENTIFIC ADVISORY COMMITTEE CHARTER

Adopted February 2026

HELUS PHARMA INC.
(the "Corporation")

SCIENTIFIC ADVISORY COMMITTEE CHARTER

Purpose

The overall purpose of the Scientific Advisory Committee (the "**Committee**") of the board of the Corporation (the "**Board**") is to: (i) assist the Board in its oversight of the Corporation's pharmaceutical research, development, manufacturing, regulatory, licensing and acquisition initiatives; (ii) identify and discuss significant emerging trends and issues in pharmaceutical science, technology and regulation and consider the potential impact of such on the Corporation; and (iii) assist the Board with its interpretation of scientific and clinical development data and management of the Corporation with the communication of such data to stakeholders.

Composition, Procedures and Organization

The Committee shall consist of at least one member of the Board and such other members, being either members of the Board or external advisors, as may be determined by the Board (collectively, the "**Members**").

The Board, at its organizational meeting held in conjunction with each annual meeting of shareholders, shall appoint the Members for the ensuing year. The Board may at any time remove or replace any Member and may fill any vacancy in the Committee.

Unless the Board shall have appointed a chair of the Committee, the Members shall select a chair from amongst their number. The chair shall not have a second or casting vote in addition to the chair's initial vote.

The Committee shall meet at such times and at such locations as the chair of the Committee shall determine. Any Member may request a meeting of the Committee. At the discretion of the chair of the Committee, officers of the Corporation may attend all or part of any Committee meeting.

Duties of the Committee

The duties of the Committee are as follows:

(a) to review, evaluate and advise the Board and management, as appropriate, regarding the Corporation's progress in achieving its near-term and long-term pharmaceutical research, development, licensing and acquisition goals and objectives;

(b) to review, evaluate and advise the Board regarding the quality, direction and competitiveness of the Corporation's pharmaceutical research, development, licensing and acquisition initiatives, including the Corporation's compliance with the highest standards of scientific integrity;

(c) to identify and discuss significant emerging trends and issues in pharmaceutical science, technology and regulation and consider the potential impact of such on the Corporation;

(d) to periodically and as required, make recommendations to the Board or any committee thereof on the Corporation's internal and external investments in research and development or science and technology;

(e) to assist the Board with the interpretation of scientific and clinical development data;

(f) to assist management, as appropriate, with the communication of scientific and clinical development data to stakeholders, including shareholders, investors, the investment community, government, regulatory authorities, clinical sites, investigators, key opinion leaders, strategic advisors, legal counsel and others;

(g) to assist the Board, any applicable committees of the Board or management of the Corporation, as applicable, with the attraction and development of scientific talent of the highest caliber, or the use of external scientific experts; and

(h) to advise the Board or any committees of the Board, as needed and on a regular basis, of issues relating to the above matters which the Committee determines ought to be considered by the Board or any such committee.

Other Scientific Matters

In addition, the Board may refer to the Committee such other matters and questions relating to science, research and development as the Board may from time to time see fit.

Access to Personnel & Information

The Committee shall have access to such officers and employees of the Corporation, to the Corporation's independent auditors and its legal counsel, to separate legal counsel and advisors and to such information respecting the Corporation as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Directors May Request Meeting

Any director of the Corporation may request the chair of the Committee to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such director, and may participate in such meeting to the extent permitted by the chair of the Committee.

The times of and places where the meetings of the Committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Committee.