

ARRAY BIOPHARMA INC.

CLINICAL DEVELOPMENT COMMITTEE CHARTER

May 3, 2018

I. PURPOSE

The purpose of the Clinical Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Array BioPharma Inc. (the “**Company**”) is to assist the Board in its oversight of the Company’s clinical development activities and decisions and to provide advice to the Company’s management and the Board in connection with decisions regarding the allocation, deployment, utilization of, and investment in the Company’s development assets.

II. COMPOSITION AND LEADERSHIP

The Committee shall consist of such number of directors as the Board shall from time to time determine upon the recommendation of the Corporate Governance Committee. The members shall be appointed by the Board upon the recommendation of the Corporate Governance Committee. The Board shall annually appoint a Chair of the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

III. MEETINGS; ATTENDANCE

The Committee shall meet as frequently as the Committee deems appropriate. A majority of Committee members shall constitute a quorum, but members of the Committee should endeavor to be present, in person or by telephone, at all meetings. As necessary, the Chair may request members of management be present at meetings.

IV. MINUTES OF MEETINGS; WRITTEN CONSENT

Minutes of each meeting shall be prepared and provided to Committee members and made available to Directors who are not members of the Committee. Any action required or permitted to be taken at a meeting of the members of the Committee may be taken without a meeting if a consent in writing setting forth the action is signed by all of the members of the Committee. Such consent shall have the same force and effect as a unanimous vote. The Committee will file all written consents with the minutes of the proceedings of the Committee.

V. RESPONSIBILITIES AND DUTIES

The following duties and responsibilities are within the authority of the Committee and the Committee shall:

1. Review, evaluate and advise the Board and management regarding the goals, objectives, quality and direction of the Company's clinical development programs.
2. Periodically review the Company's current and planned clinical development programs and initiatives (including, new clinical development programs and business development initiatives) from a scientific perspective and provide feedback to the Company's management on those clinical development programs and initiatives.
3. From time to time provide observations and strategic recommendations to the Board on the Company's clinical development programs and initiatives.
4. Provide strategic advice and counsel to the Company's clinical development organization on clinical development matters.
5. As requested, assist management in identifying world-class experts to provide strategic technical advice regarding the Company's programs.
6. Assist the Board in its oversight of the Company's clinical development organization and make regular reports to the Board, as appropriate.
7. Assist the Board with its oversight responsibility for enterprise risk management in areas related to the Company's clinical development.

The Committee has the power and authority to retain consultants, experts or advisors of its selection to advise it with respect to investigations into or studies of matters within the Committee's scope of responsibilities. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants, experts, advisors or counsel retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. It shall have the sole authority to approve the consultants' fees and other retention terms.

The Committee shall have the resources and authority appropriate to conduct its affairs in accordance with this Charter.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually perform a self-assessment on its performance.

The Committee will also perform any other activities consistent with this Charter, the Company's Bylaws, the Certificate of Incorporation and governing law as the Committee or the Board deems necessary or appropriate.

All actions of the Committee will be reported to the Board at the next meeting succeeding such action.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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