

ARRAY BIOPHARMA INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

November 2010

I. COMMITTEE PURPOSE

The purpose of the Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors in the evaluation and implementation of the Corporate Governance Guidelines of Array BioPharma Inc. (the “**Company**”), including the functions described below, and to help ensure the effective functioning of the Board of Directors of the Company (the “**Board**”).

II. COMMITTEE COMPOSITION

The Committee shall consist of no fewer than three members, all of whom shall be independent directors under the rules of The NASDAQ Stock Market. The members shall be appointed by the Board. The Committee members shall annually appoint a Chairman of the Committee.

III. COMMITTEE RESPONSIBILITIES AND DUTIES

The Committee’s responsibilities include:

1. Evaluate and recommend appropriate candidates for election to the Board identified by the Committee, with input from the Chief Executive Officer, or nominated by stockholders of the Company. The Committee may adopt appropriate procedures that are consistent with the Company’s Bylaws for the submission of nominees by stockholders of the Company and criteria or minimum qualifications the Committee will consider in evaluating nominated candidates.
2. Review the performance and contribution of Directors standing for reelection and recommend to the full Board their reelection, as appropriate.
3. Review annually the overall performance and contribution of the Board and its Committees, and recommend any areas for improvement to the Board.
4. Annually recommend the membership of the standing committees of the Board for approval by the Board.
5. Consider and evaluate the independence of the directors under the standards adopted by The NASDAQ Stock Market and the Securities and Exchange Commission and recommend to the Board whether a determination of independence is appropriate under such standards.

6. Monitor and adopt procedures to ensure the continued independence of the Board in accordance with the Corporate Governance Guidelines of the Company.

7. Evaluate, monitor and improve various Board and committee processes, including agendas, minutes, conduct of Board and committee meetings, and information flow to Directors.

8. Adopt and review periodically the Corporate Governance Guidelines of the Company and a Code of Conduct for officers, Directors and other employees of the Company, and approve any amendments.

The Committee will also perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.

The Committee will meet as often as necessary to properly discharge and perform its duties and responsibilities. The Committee will maintain minutes of all Committee meetings and will be provided to Committee members and made available to Company 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.

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

It is acknowledged that all of the above listed tasks may not be relevant to all of the matters that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

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