ARRAY BIOPHARMA INC.

CLINICAL DEVELOPMENT COMMITTEE CHARTER

PURPOSE

The purpose of the Clinical Development Committee of the Board of Directors (the "Committee") 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 of Directors in connection with decisions regarding the allocation, deployment, utilization of, and investment in the Company's development assets.

MEMBERSHIP

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 of the Board of Directors. Unless the Board of Directors elects a Chairperson of the Committee, the Committee members shall elect a Chairperson.

MEETINGS; ATTENDANCE

The Committee shall meet approximately quarterly, or more frequently as the Committee deems appropriate. Members of the Committee should endeavor to be present, in person or by telephone, at all meetings; however, a majority of Committee members shall constitute a quorum. As necessary, the Chairperson may request members of management be present at meetings.

MINUTES OF MEETINGS; CONSENT TO ACTION

Minutes of each meeting shall be prepared and 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.

KEY RESPONSIBILITIES

The following is a list of the regular functions of the Committee. These functions are set forth as a guide, with the understanding that the Committee may diverge from this guide as appropriate.

1. 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.

2. From time to time provide observations and strategic recommendations to the Board on the Company's clinical development programs and initiatives.

3. Provide strategic advice and counsel to the Company's clinical development organization on clinical development matters.

4. As requested, assist management in identifying world-class experts to provide strategic technical advice regarding the Company's programs.

5. Assist the Board in its oversight of the Company's clinical development organization and make regular reports to the Board, as appropriate.

The Committee may delegate its functions to any subcommittee comprised of one or more directors or executive officers to the extent not prohibited by applicable law.

The Committee shall have the authority to select, retain and terminate special advisors or consultants necessary or desirable to assist the Committee in fulfilling its duties.

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.

In addition, the Committee shall perform such other functions as necessary and appropriate under law, the rules of the Nasdaq Stock Market, the Company's certificate of incorporation or bylaws and the resolutions and other directives of the Board of Directors.

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 its judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

<p style="text-align:center">*　　*　　*　　*　　*</p>