



STRATEGIC PARTNERSHIPS OVERSIGHT COMMITTEE CHARTER

Purpose

The Strategic Partnerships Oversight Committee is appointed by the Board of Directors to oversee management's implementation of significant strategic partnerships entered into by the company.

Committee Membership

The Committee shall be comprised of not fewer than two directors. Members of the Committee need not be independent directors. The Board shall designate the members of the Committee and the Chair of the Committee.

Committee Responsibilities

The Committee's responsibilities are to:

- Oversee the governance and other measures being implemented by the company and its strategic partners to support and further the success of strategic partnerships entered into by the company; and
- Consider other matters related to such strategic partnerships and to make such recommendations to the Board as the Committee may deem appropriate.

Procedures and Administration

Meetings

The Committee shall meet as often as it deems necessary and minutes of such meetings will be kept. The Committee may ask members of management or others to attend meetings as they believe appropriate.

Reports to the Board of Directors

The Committee shall make regular reports to the Board of Directors.

Charter Review

The Committee shall periodically review and reassess this charter and make recommendations regarding any proposed changes to the Board.