

HUMANIGEN, INC. DISCLOSURE

COMMITTEE CHARTER

(as adopted by the Board of Directors on July 31, 2012)

BACKGROUND:

The Securities and Exchange Commission (the “SEC”) defines “disclosure controls and procedures” as those controls and procedures that are designated to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported on a timely and accurate basis. Disclosure controls and procedures relate to both financial and non-financial information.

The SEC rules require that the Chief Executive Officer and Chief Financial Officer of Humanigen, Inc. (the “Company”) certify in the Company’s quarterly reports on Form 10-Q and annual reports on Form 10-K that they:

- Are responsible for establishing and maintaining disclosure controls and procedures;
- Have designed the disclosure controls and procedures to ensure that material information relating to the company and its consolidated subsidiaries is made known to them, particularly during the preparation of periodic reports; and
- Have evaluated the disclosure controls and procedures within 90 days of the periodic report and have presented the conclusions of their evaluation in the periodic report.

PURPOSE:

The purpose of the Disclosure Committee is:

- subject to the supervision and oversight of senior management, to (i) assist the Company in designing, overseeing and evaluating its disclosure controls and procedures and (ii) assist the Company’s senior management in discharging their responsibilities under the Act with respect to such controls and procedures;
- to assist the Company in evaluating the accuracy, completeness, materiality, timeliness and consistency of the Company’s public disclosures to investors and to advise the Company senior management with respect to the same;
- to undertake such additional responsibilities relating to the Company’s public disclosures to investors, disclosure controls and procedures, and internal controls and procedures as shall be specifically requested by the Company’s Board of Directors or senior management.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Disclosure Committee is established pursuant to the authority of the Board of Directors (the “Board of Directors”) of the Company.
- The Disclosure Committee shall comprise the personnel of the Company performing the following functions (if applicable):
 - Chief Financial Officer
 - Chief Medical Officer
 - Chief Scientific Officer
 - Vice President, Regulatory Affairs and Quality
 - Head of Business Development
 - Head of Project Management
 - Corporate Controller
- Representatives of the Company’s outside counsel, representatives of the Company’s independent auditors and other personnel of the Company or representatives of its outside advisors may be invited to attend meetings of the Disclosure Committee, as the Disclosure Committee deems necessary or appropriate in performing its functions.
- Changes to the membership of the Disclosure Committee shall be determined by the Chief Executive Officer and Chief Financial Officer of the Company as necessary in light of changes in the Company’s business, operations, organization or management.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Design, adopt, implement, monitor and evaluate appropriate procedures and policies to ensure accurate and timely collection of information for inclusion into the Company’s periodic and current SEC reports and the Company’s quarterly earnings press releases.
- Establish and review timelines relating to the preparation and filing of the Company’s quarterly earnings press releases and periodic SEC reports.
- Establish as appropriate policies and procedures to ensure relevant Company personnel timely gather and report to the Disclosure Committee information potentially requiring disclosure, including making periodic inquiries with relevant Company personnel possessing information potentially requiring disclosure.

- Review drafts of quarterly earnings press releases and periodic and current SEC reports undergoing preparation for filing, including final drafts, and meet during the preparation of such releases and report to discuss the accuracy and completeness of the disclosures contained therein.
- Meet at regular intervals to discuss matters potentially requiring disclosure in periodic and current SEC reports or otherwise.
- Coordinate, as necessary, the review of quarterly earnings press releases and periodic and current SEC reports with the Chief Executive Officer and chief Financial Officer, the Company's independent accountants, internal auditors, and outside counsel and the Audit Committee of the Board of Directors (the "Audit Committee").
- Assist the Chief Executive Officer and Chief Financial Officer in evaluating the effectiveness of the Company's disclosure controls and procedures as of the end of each fiscal quarter of the Company.
- Periodically report to the Audit Committee on disclosure issues and the Disclosure Committee's findings regarding the effectiveness of its procedures and policies, including any weaknesses identified therein or in the Company's disclosure controls and procedures generally.

MEETINGS:

It is anticipated that the Disclosure Committee will hold regular meetings as directed by the Chief Executive Officer and Chief Financial Officer or as the Audit Committee otherwise deems appropriate, but in no event shall the Disclosure Committee meet less than once each fiscal quarter.