

NOVAN, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

A. Purpose

The purpose of the Science and Technology Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Novan, Inc. (the “*Company*”) is to oversee and advise the Board on the strategic direction and medical applications of Novan’s proprietary nitric oxide-based technology.

B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board, at least one of whom shall be an “independent director” as defined under the applicable rules, regulations and listing requirements of The Nasdaq Stock Market as determined by the Board.

2. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

3. Compensation. The compensation of Committee members shall be as determined by the Board.

4. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee from such committee, with or without cause.

C. Authority and Responsibilities

The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company’s management and others in accordance with its business judgment.

The principal responsibilities and duties of the Committee are to:

- review and advise the Board on the overall strategy, direction and effectiveness of the Company’s research and development programs and related investments, and on the Company’s progress in achieving its long-term strategic research and development goals and objectives;
- identify and provide the Board with the Committee’s views on emerging science and technology issues and trends which are relevant to the Company and in alignment with the Company’s strategy and on areas that are important to the success of the Company’s research and development activities;

- review and make recommendations to the Board and management with respect to the Company's clinical pipeline;
- assess and advise the Board, from time to time, on the Committee's view of the overall quality and expertise of medical and scientific talent in the Company's research and development organization;
- assess and advise the Board, from time to time, on the Committee's view of the quality and competitiveness of the Company's research and development programs and technology initiatives from a scientific perspective, including associated risk profile;
- have the authority to delegate any of its responsibilities to individual members of the Committee to the extent deemed appropriate by the Committee in its sole discretion, but subject to the general oversight of the Board;
- make any recommendations to the Board that the Committee deems appropriate on any areas within its responsibility, including where action or improvement may be desirable or needed;
- review and make recommendations on such other related topics as determined by the Board; and
- have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. The Committee Chair will interact frequently with management and others at the Company to provide guidance and remain abreast of the Company's research and development programs and progress.

2. Reports to Board. The Committee shall report regularly to the Board.

3. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

5. Self-Evaluation. The Committee shall periodically evaluate its own performance and report to the Board on that self-evaluation.

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