

**BIOCRIST PHARMACEUTICALS, INC.
CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

1. PURPOSE

The purpose of the Committee is to assist the Board in its oversight of the Company's financial and partnering strategies, material transactions and capital structure. The Committee shall act in an advisory capacity to management in such endeavors and as appropriate to approve material transactions, as more specifically outlined below in Section 3, "Responsibilities of the Committee," and to undertake such other duties and responsibilities as the Board shall prescribe from time to time. The Committee shall have all powers necessary and proper to fulfill all such duties and responsibilities.

2. COMPOSITION

The Committee shall consist of two (2) or more members, the exact number to be determined from time to time by resolution of the Board.

3. RESPONSIBILITIES OF COMMITTEE

- Review, offer strategic advice, monitor, and approve as delegated by the Board, or recommend that the Board approve as appropriate, significant mergers, acquisitions, divestitures, joint ventures, licensing, minority investments and other debt and equity investments involving the Company;
- Review, offer strategic advice and approve as delegated by the Board or recommend the Board approve management's recommendations to the Committee with respect to new offerings of equity and debt securities, stock splits, credit agreements including material changes thereto, and the Company's investment policies;
- Review and recommend the Board approve management's recommendations to the Committee regarding any dividends or distributions to be issued by Company; and
- Other duties as may be requested or delegated by the Board from time to time.

4. MEETINGS

The Committee will hold at least one (1) regular meeting per year and additional meetings as requested by the Company. The Committee shall invite other directors or officers to the meeting as may be helpful to the Committee.

5. MINUTES AND REPORTS

Minutes of each meeting of the Committee shall be prepared by the Secretary of the Company and distributed to each member of the Committee and the Secretary of the Company. The minutes shall be available to all Board members as requested. The Committee shall report to the Board from time to time or whenever requested to do so by the Board.