

**CLEMENTIA PHARMACEUTICALS INC.**  
**CHARTER OF THE**  
**NOMINATING/CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**A. PURPOSE**

The Nominating/Corporate Governance Committee (the “**Committee**”) is appointed by and acts on behalf of the Board of Directors (the “**Board**”) of Clementia Pharmaceuticals Inc. (the “**Company**”). It is responsible for (i) identifying individuals qualified to become Board members, (ii) recommending the director nominees to be selected by the Board for election at the next annual meeting of shareholders, (iii) overseeing compliance with the Company’s Code of Business Conduct and Ethics, (iv) recommending to and advising the Board on other corporate governance matters, and (v) evaluating the Board’s performance.

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and the rules and regulations, as applicable, promulgated by the U.S. Securities and Exchange Commission, the Ontario Securities Commission, The NASDAQ Stock Market LLC (“**NASDAQ**”) and the Toronto Stock Exchange, as in effect from time to time, and other applicable rules and regulations (the “**Applicable Rules and Regulations**”).

**B. COMPOSITION**

The Committee shall be composed of at least two members of the Board, all of whom are “independent directors” within the meaning of NASDAQ Rule 5605(a)(2). In affirmatively determining the independence of any member of the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

All members of the Committee shall be “independent” as contemplated in National Instrument 58-101 – Disclosure of Corporate Governance Practices (“**NI 58-101**”), such that all members of the Committee will have no direct or indirect relationship with the Company that could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of his or her independent judgment.

The chairperson of the Committee (the “**Chair**”) will be appointed by and serve at the discretion of the Board and all members will serve at the pleasure of the Board, continuing as a member of the Committee until resignation or replacement. The Board may fill vacancies on the Committee by appointment, on the recommendation of the Committee, from qualified members of the Board.

The compensation of Committee members shall be as determined by the Board. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board.

### **C. MEETINGS/PROCEDURES**

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Committee may request that any director, officer, or employee of the Company, or any person whose advice and counsel is sought by the Committee, attend any meetings to provide such information as the Committee requests. The Committee may delegate to one or more of its members one or more of the responsibilities and duties set forth below.

The Committee may fix its own rules of procedure, which shall be consistent with this Charter.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee shall report regularly to the Board on the matters discussed at each meeting of the Committee, including all actions taken by the Committee at its meeting.

The Committee shall have the resources and authority appropriate to discharge its responsibilities. Without limiting the foregoing, the Committee shall have the authority: (i) to retain, set compensation for, and terminate a search firm to be used as the Committee deems appropriate to identify director candidates; (ii) to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities, which advisors may be the regular advisors to the Company; and (iii) 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. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as the Committee may engage.

### **D. RESPONSIBILITIES**

The Committee shall have the following responsibilities:

1. Consider and make recommendations to the Board as appropriate concerning the appropriate size, function, and composition of the Board and Board committees, including any applicable independence requirements.
2. Recommend to the Board policies and procedures (including director qualification criteria) for identifying and evaluating candidates for Board membership, including candidates recommended by shareholders, and upon approval by the Board, implement such policies and procedures.
3. At least annually evaluate and recommend candidates for election to the Board by the shareholders or to fill vacancies.
4. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of a Board chair and Board committee chairs.
5. Oversee procedures for shareholder communications with the Board.

6. Evaluate and/or recommend to the Board policies regarding director attendance at annual shareholder meetings.
7. Review and monitor matters of corporate governance including review and reassessing the Company's policies and make recommendations to the Board as appropriate.
8. Oversee compliance with the Company's Code of Business Conduct and Ethics.
9. Review and approve transactions with related persons (as defined in Item 404(a) of Regulation S-K) and administer the Company's Related Party Transactions Policy.
10. Review and evaluate the performance of the Board and at least annually evaluate its own performance and report the result of such evaluation to the Board.
11. Review and reassess the adequacy of this Charter from time to time as the Committee deems appropriate and recommend any proposed changes to the Board for its approval.
12. Perform any other activities consistent with this Charter and the Company's Articles of Incorporation, and governing law, as the Committee or the Board deems necessary or appropriate.

This Charter of the Nominating/Corporate Governance Committee was adopted by the Board of Directors of Clementia Pharmaceuticals Inc. on June 26, 2017.