

DEVELOPMENT ADVISORY COMMITTEE

THIS CHARTER WAS APPROVED BY THE BOARD ON September 3, 2020

PURPOSE

The purpose of the Development Advisory Committee (the “*Committee*”) of Nurix Therapeutics, Inc. (“*Nurix*”) is to assist the Board of Directors’ (the “*Board*”) oversight of Nurix’s clinical development strategies, programs and opportunities, and perform such other functions as are described in this charter (the “*Charter*”) and as may be deemed necessary in carrying out the foregoing.

This Charter sets forth the authority and responsibility of the Committee in fulfilling its purpose.

MEMBERSHIP

Size and Appointment

The Committee will consist of two or more members of the Board, with the exact number determined by the Board. All members of the Committee will be appointed by the Board and will serve at the Board’s discretion. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee.

Qualifications

Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law or such other qualifications as are established by the Board from time to time:

- Each member of the Committee must meet the independence requirements of the listing standards of the securities exchange on which Nurix’s securities are listed.

Notwithstanding the foregoing, Nurix may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering.

Chairperson

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”). If the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote. In the event that the Committee has a Chair, the Chair will set the agenda for, preside over and conduct the proceedings of, Committee meetings.

RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Nurix’s needs and circumstances. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, as the Board may request or prescribe, or as the Committee deems necessary or appropriate consistent with its purpose.

The Committee will:

1. Review and provide advice to Nurix on its clinical development programs and on its progress in achieving strategic clinical research, development and commercialization objectives.
2. Regularly review Nurix's clinical research and development platform programs and its product candidate pipeline.
3. Review external clinical research, discoveries, and commercial developments, as appropriate.
4. Review with management Nurix's major risk exposures in areas relating to Nurix's clinical development and its product candidate pipeline.
5. Perform such other duties as may be delegated to the Committee from time to time by the Board.

MEETINGS AND ACTIONS WITHOUT A MEETING

Meetings of the Committee will be held from time to time, as determined by the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with Nurix's Bylaws.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will file such minutes and copies of written consents with the minutes of the meetings of the Board.

The Committee will regularly report to the Board on its activities.

The minutes and written consents shall be distributed to the Secretary of the Company promptly after each meeting where they are approved. The Secretary will maintain the minute book.

DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law and Nurix's Certificate of Incorporation and Bylaws, form and delegate, either exclusively or non-exclusively, authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

The Committee shall have the authority to request that any of the Company's personnel, counsel, accountants, investment bankers, or any other consultant or advisor to Nurix, attend any meeting of the Committee or meet with any member of the Committee or any of its outside legal, accounting or other advisors or consultants.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate on an annual basis the Committee's composition and performance. The Committee also will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines appropriate.