VISIONEERING TECHNOLOGIES, INC.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

1 Purpose

The Science and Technology Committee (**Committee**) is established by the Board of Directors (**Board**) of Visioneering Technologies, Inc. (**VTI**).

This Charter governs the operations of the Committee and sets out the membership, operation and responsibilities of the Committee. The Committee has the authority and power to exercise the role and responsibilities set out in this charter and any separate matters granted to it by the Board from time to time.

The primary purpose of the Committee is to support and advise the Board by:

(a) ensuring that the research and development (**R&D**) / Medical Affairs (**MA**) organization is optimized in terms of structure, focus, operations, and budget to support the strategic goals of the Company;

(b) providing recommendations to the Board on key strategic and tactical issues relating to the Company's R&D and MA activities;

(c) providing advice, counsel, and direction to Management based on the information it receives, discussions with Management, and the Committee members' experience; and

(d) Reviewing scientific publications and press releases.

However, the Board retains ultimate responsibility for each of these matters, despite the delegations to the Committee.

2 Membership of the Committee

2.1 Membership

The Committee should ideally consist of:

(a) an independent chair;

(b) a minimum of two non-executive directors as members;

(c) the Chief Medical Officer or similar position, an ex officio member; and

(d) the Chief Executive or Operating Officer or similar position, an ex officio member.

The Chairman of the Board will appoint the Committee Chairman from one of the Committee members.

All Committee members must have a working familiarity with the administration of clinical trials, the conduct of research and development activities and a working knowledge of the vision care industry.

2.2 Appointment and term

The members of the Committee will be determined by the Board having regard to section 2.1 of this Charter. There is no prescribed term for membership. Membership of the Committee ceases when a member ceases to be a director of VTI.

The Board will review the membership of the Committee annually and may appoint additional directors to the Committee or remove (with or without cause) and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

In addition, no member of the Committee shall receive any consulting, advisory, or other compensatory fee from VTI, other than compensation paid to such member as a director of VTI and member of one or more committees of the Board.

3 Administrative matters

3.1 Meetings

The Committee will meet as often as necessary to undertake its role effectively. The quorum necessary for a meeting of the Committee will be a majority of the members and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Unless otherwise stated herein, the Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Company Secretary must, on request from any Committee member, convene a meeting of the Committee. Unless all Committee members otherwise agree, at least 24 hours' notice must be given to every Committee member of every Committee meeting. Acknowledgment of receipt of notice by all members is not required before the meeting may be validly held.

Members of management may attend meetings of the Committee at the invitation of the Committee Chairman.

3.2 Access and external engagement

The Committee has rights of access to management and rights to seek explanations and additional information. The Committee shall also have the authority to retain, as necessary, the services of one or more advisors, consultants, or attorneys, which may be the Company's in-house or outside counsel, to assist the Committee in discharging its responsibilities under this Charter.

The Committee may, upon notifying the Chairman of the Board, seek the advice of VTI's contract manufacturer, contract research organization or other appropriate vendor (at the cost of VTI) as to any matter pertaining to the powers or duties of the Committee.

3.3 Agenda and minutes

The Chair will:

(a) attend all Committee meetings as minute secretary;

(b) prepare an agenda to be circulated to each Committee member before each meeting of the Committee; and

(c) prepare minutes of each Committee meeting.

4 Reporting

The Committee Chairman will provide a brief oral report at the Board meeting as to any material matters arising out of the immediately preceding Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee Chairman or members of the Committee.

5 Responsibilities

The Committee will:

(a) Review the science, clinical, and regulatory strategy underlying the major R&D/MA programs, including publication strategies;

(b) Review critical path timelines and identify changes from the previous meeting noted;

(c) Specific areas of risk, opportunity, and potential problems should be identified to the Committee and reviewed quarterly;

(d) Review Medical Affairs strategies and initiatives of the Company;

(e) Review the annual R&D/MA budget and the quarterly allocation of resources;

(f) Review the capacity and skill set of the R&D/MA organization, succession planning, and organization structure. Review the implications for the R&D/MA organization of significant business development transactions, including mergers, acquisitions, licensing, and collaborative agreements;

(g) Review the progress toward achievement of key R&D/MA milestones and suggest/endorse actions to address issues:

(h) Review the interactions of the R&D/MA organization with health care providers and regulatory bodies, especially with regard to reporting adverse events and/or unexpected negative data observed in the preclinical, clinical, and post-market studies conducted by the Company; and

(i) Review significant correspondence with FDA, EMA, and NMPA at least quarterly.

6 Review of performance

The Committee will periodically undertake an evaluation of its performance and shall present the results of the evaluation to the Board. The Board may evaluate the performance of the Committee as appropriate.

7 Review and publication of this charter

The Committee shall annually review this Charter to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it has made. The charter also may be amended by resolution of the Board.

This charter will be available on the Company's website and the key features will be published in the Corporate Governance Statement.

Approved on 27 April 2022