

ODONATE THERAPEUTICS, INC.

AUDIT COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Odonate Therapeutics, Inc. (“Odonate”) appoints an Audit Committee comprised of independent directors and designates one member as chairperson or delegates the authority to designate a chairperson to the Audit Committee. For purposes hereof, the term “independent” means a director who meets the NASDAQ standards of independence for directors and audit committee members, as determined by the Board. Each member of the Audit Committee must be financially literate, as determined by the Board. In addition: (a) at least one member of the Audit Committee must be an “audit committee financial expert,” as determined by the Board in accordance with U.S. Securities and Exchange Commission (“SEC”) rules; (b) at least one member of the Audit Committee must be financially sophisticated, as determined by the Board in accordance with NASDAQ listing standards; and (c) no member of the Audit Committee may have participated in the preparation of the financial statements of Odonate or any current subsidiary of Odonate at any time during the past three years.

2. Purpose, Duties and Responsibilities. The purpose of the Audit Committee is to: (a) represent and assist the Board in discharging its oversight responsibility relating to: (i) the accounting and financial reporting processes of Odonate and its subsidiaries, including the audits of Odonate’s financial statements and the integrity of the financial statements; (ii) Odonate’s compliance with legal and regulatory requirements; (iii) assessing the outside auditor’s qualifications and independence; and (iv) the performance of Odonate’s internal audit function and Odonate’s outside auditor; and (b) oversee preparation of the report required by the rules of the SEC to be included in Odonate’s annual proxy statement.

Among its specific duties and responsibilities, the Audit Committee will:

(a) Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the outside auditor. The Audit Committee will appoint and retain (subject to ratification by Odonate’s stockholders), compensate, evaluate and terminate (when appropriate) the outside auditor, which will report directly to the Audit Committee.

(b) Obtain and review, at least annually, a report by the outside auditor describing: (i) the outside auditor’s internal quality-control procedures; and (ii) any material issues raised: (1) by the most recent internal quality-control review or peer review; or (2) through any inquiry or investigation by governmental or professional authorities within the preceding 5 years, respecting one or more independent audits carried out by the outside auditor and any steps taken to deal with any such issues.

(c) Approve in advance, and establish policies and procedures for the preapproval of, all audit and permissible non-audit services to be provided by the outside auditor.

(d) Consider, at least annually, the independence of the outside auditor, and, consistent with rules of the Public Company Accounting Oversight Board (“PCAOB”), obtain and review a report by the outside auditor describing any relationships between the outside auditor and Odonate or individuals in financial reporting oversight roles at Odonate that may reasonably be thought to bear on the outside auditor’s independence. Additionally, the Audit Committee shall discuss with the outside auditor the potential effects of any such relationships on independence.

(e) Review and discuss with the outside auditor the matters required to be discussed by the outside auditor under Auditing Standard No. 1301, as adopted by the PCAOB, including any problems or difficulties the outside auditor encountered in the course of its audit work and management’s response.

(f) Meet to review and discuss with management and the outside auditor: (i) the annual audited and quarterly financial statements of Odonate (including Odonate’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”); and (ii) the independent auditor’s reports related to the financial statements.

(g) Recommend to the Board, based on the review and discussion described in paragraphs (d) - (f) above, whether the financial statements should be included in the Annual Report on Form 10-K.

(h) Receive reports from the outside auditor and management regarding, and review and discuss the adequacy and effectiveness of, Odonate’s internal controls, including any significant deficiencies or material weaknesses in internal controls and significant changes in internal controls reported to the Audit Committee by the outside auditor or management.

(i) Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, Odonate’s disclosure controls and procedures.

(j) Review and discuss with the principal internal auditor of Odonate: (i) the annual audit plan and the adequacy of internal audit resources; and (ii) the results of the internal audit program.

(k) Review and discuss, annually, the performance and effectiveness of the internal audit function.

(l) Review and concur in the appointment and dismissal (when appropriate) of the principal internal auditor and the compensation of the principal internal auditor.

(m) Review and discuss earnings releases and corporate practices with respect to earnings releases and financial information provided to analysts and ratings agencies.

(n) Review and discuss Odonate’s practices with respect to risk assessment and risk management.

(o) Oversee Odonate’s compliance program with respect to legal and regulatory requirements, including Odonate’s code(s) of conduct and Odonate’s policies and

procedures for monitoring compliance, and, at least annually, meet to review the implementation and effectiveness of Odonate's compliance program with Odonate's Chief Financial Officer, General Counsel or Chief Compliance Officer, each of whom shall have the authority to communicate directly to the Audit Committee about actual and alleged violations of law or Odonate's code(s) of conduct, including any matters involving criminal or potential criminal conduct.

(p) Establish and oversee procedures for handling reports of potential misconduct, including: (i) violations of law or Odonate's code of conduct; (ii) complaints regarding accounting, internal accounting controls, auditing and federal securities law matters; and (iii) the confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls, auditing and federal securities law matters.

(q) Establish and periodically review policies and procedures for the review, approval and ratification of related party transactions, as defined in applicable SEC rules; review related party transactions; and oversee other related party transactions governed by applicable accounting standards.

(r) Establish policies for the hiring, by Odonate, of employees and former employees of the outside auditor.

(s) Evaluate, annually, the performance of the Audit Committee and assess the adequacy of the Audit Committee charter.

3. Outside Advisers. The Audit Committee will have the authority to retain such outside counsel, accountants and other advisers as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Audit Committee, from Odonate for payment of compensation to any such advisers and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Audit Committee's duties.

4. Meetings. The Audit Committee will meet at least quarterly, either in person or telephonically, at such times and places as the Audit Committee determines. The Audit Committee will meet separately in executive session, periodically, with each of management, the principal internal auditor of Odonate, the general counsel of Odonate and the outside auditor. The Audit Committee will report regularly to the full Board with respect to its activities. The majority of the members of the Audit Committee constitutes a quorum.

5. Subcommittees. The Audit Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.