

ODONATE THERAPEUTICS, INC.

COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Odonate Therapeutics, Inc. (“Odonate”) appoints a Compensation Committee comprised of at least two members that are independent directors and designates one member as chairperson or delegates the authority to designate a chairperson to the Compensation Committee. For purposes hereof, an “independent” director is a director who meets the NASDAQ standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, subject to the “controlled company” rules and exceptions applicable to a company listed on NASDAQ, members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, subject to the transition rules under Section 162(m) of the Internal Revenue Code, as “outside directors” for purposes of Section 162(m). A subsequent determination that any member of the Compensation Committee does not qualify as a “non-employee director” or an “outside director” will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to compensation of Odonate’s executive officers and directors. Among its specific duties and responsibilities, the Compensation Committee will:

(a) Oversee Odonate’s overall compensation philosophy, policies and programs and assess whether Odonate’s compensation philosophy establishes appropriate incentives for management and employees.

(b) Assess the results of Odonate’s most recent advisory vote on executive compensation.

(c) Administer and make recommendations to the Board with respect to Odonate’s compensation plans that are subject to Board approval.

(d) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives and set the CEO’s compensation level based on this evaluation; *provided, however*, that if at any time the Compensation Committee does not consist of entirely independent directors, then the Compensation Committee shall recommend the CEO’s compensation to the independent directors for approval. The CEO may not be present during voting or deliberations on his or her compensation.

(e) Oversee the evaluation of the other executive officers and set the compensation of such other executive officers.

(f) Approve the terms and grant of equity awards for executive officers and directors; *provided, however*, that if at any time the Compensation Committee does not consist of at least two “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act, then the Compensation Committee shall recommend any option or other stock incentive awards proposed to be granted to any “officer,” as defined in Rule 16a-1(f) under the Exchange Act, to the full Board or a committee thereof consisting entirely of independent directors for approval thereby.

(g) Review and approve the design of other benefit plans pertaining to executive officers.

(h) Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.

(i) Approve, amend or modify the terms of other compensation and benefit plans as appropriate.

(j) Review and discuss with management Odonate’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that the U.S. Securities and Exchange Commission (“SEC”) rules require be included in Odonate’s annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement and oversee the preparation of the Compensation Committee report required by SEC rules for inclusion in Odonate’s annual report and proxy statement.

(k) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.

(l) Oversee succession planning for positions held by executive officers and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.

(m) Oversee the assessment of the risks related to Odonate’s compensation policies and programs and report to the Board on the results of this assessment.

(n) Assess, at least annually, whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in Odonate’s annual report and proxy statement.

(o) Oversee Odonate’s engagement efforts with stockholders on the subject of executive compensation.

(p) Annually evaluate the performance of the Compensation Committee and the adequacy of the committee’s charter.

3. Outside Advisers. The Compensation Committee will have the authority to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to evaluate executive or director compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from Odonate for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NASDAQ listing standards.

4. Meetings. The Compensation Committee will meet as often as may be necessary, in its judgment, either in person or telephonically, at such times and places as the Compensation Committee determines. The Compensation Committee will report regularly to the full Board with respect to its activities. The majority of the members of the Compensation Committee constitutes a quorum.

5. Subcommittees. The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not fewer than two members of the Compensation Committee, as it determines appropriate.