

ONCOLYTICS BIOTECH INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE MANDATE

1. Policy Statement

It is the policy of Oncolytics Biotech Inc. (the "Corporation") to establish and maintain a Corporate Governance and Nominating Committee (the "Committee"), composed entirely of independent directors, to assist the Board of Directors of the Corporation (the "Board") in carrying out its responsibility for ensuring that the mission and strategic direction of the Corporation is reviewed annually and that the Board and each of its committees carry out its functions in accordance with due process. The Committee is also responsible for assessing the effectiveness of the Board as a whole, each committee of the Board, and the contribution of each individual director. The Committee has the responsibility to address governance issues; and also holds the responsibility for identifying, recruiting, nominating, endorsing, recommending appointment of, and orienting new directors.

2. Composition of Committee

- (a) The Committee shall consist of a minimum of two (2) directors, at least half of whom shall be resident Canadians. The Board shall appoint the members of the Committee. The Board shall appoint one member of the Committee to be the Chair of the Committee, or delegate such authority to appoint the Chair of the Committee to the Committee.
- (b) The Chair of the Committee shall be responsible for the leadership of the Committee, including preparing or approving the agenda, presiding over meetings, and making committee assignments.
- (c) Each director appointed to the Committee by the Board shall be an outside director who is unrelated. An outside, unrelated director is a director who meets the requirements of NASDAQ Rule 5605 and National Instrument 58-101 who is independent of management and is free from any interest, any business or other relationship which could, or could reasonably be perceived, to materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. In determining whether a director is independent of management, the Board shall make reference to the then current legislation, rules, policies and instruments of applicable regulatory authorities.
- (d) Each member shall be appointed by the Board annually at the next scheduled meeting of the Board following the AGM.
- (e) The Lead Director shall be an ex officio member of the committee.

3. **Meetings of the Committee**

- (a) The Committee shall convene a minimum of once per year at such time and place as may be designated by the Chair of the Committee and whenever a meeting is requested by the Board, a member of the Committee, or the CEO.
- (b) Notice of each meeting of the Committee shall be given to each member of the Committee and the CEO, who shall each be entitled to attend each meeting of the Committee and shall attend whenever requested to do so by a member of the Committee.
- (c) Notice of a meeting of the Committee shall:
 - (i) be in writing, including by electronic communication facilities;
 - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (iii) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review, and, if necessary, approval of certain important matters by all members of the Committee.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting. In addition, the members of the Committee shall choose one of the persons present to be the Secretary of the meeting.
- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair and the Secretary of the meeting.

4. **Duties and Responsibilities of the Committee**

- (a) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

- (b) The Committee shall make such rules and regulations as may be necessary to carry out its responsibilities, which shall include the following:
- (i) communicating with the Board on corporate governance matters and reviewing and approving, as required, public or regulatory disclosure respecting the corporate governance practices of the Corporation as set forth by the then current legislation, rules, policies and instruments of applicable regulatory authorities;
 - (ii) in the event of a vacancy occurring on the Board, however caused, the Committee shall recommend to the Board a person or persons for appointment as a director to fill the vacancy. The Board shall thereupon approve one such recommendation in respect of each vacancy and direct the Committee to obtain the consent of that person to his or her appointment as a director and, upon such consent being obtained, the Board may appoint that person a director;
 - (iii) the Committee shall, based upon a consideration of his or her performance in office and any other factors considered relevant, recommend to the Board whether a director should be nominated for election or re-election at any annual meeting of shareholders at which he or she is eligible to be elected a director;
 - (iv) the Committee shall consider nominees recommended by shareholders for election as directors;
 - (v) the Committee shall make recommendations to the Board regarding resignations of directors, in accordance with policies determined from time to time by the Committee;
 - (vi) notwithstanding subparagraphs (ii) through (v), the Board may direct the Committee to give consideration to other nominations or may propose, appoint, elect or nominate any person to fill any vacancy on the Board or the Committee;
 - (vii) in the event of a vacancy occurring on a committee of the Board, however caused, the Committee shall recommend to the Board a person or persons for appointment as a member to fill such vacancy; and
 - (viii) the Committee shall make recommendations from time to time to the Board concerning such other matters, including matters related to corporate governance, as the Committee may deem appropriate or as may be referred to it from time to time by the Board.
- (c) The Committee shall annually review and evaluate the size, composition and role of the Board and its Committees and the methods and processes by which the Board fulfills its duties and responsibilities, including the methods and processes for evaluating Board effectiveness.

- (d) The Committee shall monitor and review corporate insider trading policy, continuous disclosure policy, and corporate guidelines for maintaining confidentiality, and recommend changes and action required to deal with breaches of policy or guidelines.
- (e) With respect to Board training and development, the Committee shall:
 - (i) approve training and development experiences for the Board as a whole;
 - (ii) approve individual training or development experiences for individual directors based on specific identified needs;
 - (iii) monitor and assess the value of training programs and recommend changes; and
 - (iv) ensure maintenance of records of director participation in development activities.
- (f) The Committee shall review and approve, where appropriate, the engagement of outside advisors by members of the Board at the expense of the Corporation when requested to do so by a member of the Board.
- (g) The Committee shall assess, on an annual basis, the adequacy of this Mandate and the performance of the Committee.

5. Date of Mandate

This Mandate was last reviewed and approved by the Board on March 14, 2012