

**TRILLIUM THERAPEUTICS INC.
CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

POWER, AUTHORITY AND PURPOSE OF THE COMMITTEE

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Trillium Therapeutics Inc. (the "Company") is appointed by the Board.

The principal purposes of the Committee shall be to:

- Assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of shareholders;
- Recommend members and chairpersons for each Board committee;
- Ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its shareholders and that the Company follows appropriate corporate governance standards;
- Develop and recommend to the Board corporate governance principles applicable to the Company;
- Oversee the succession planning for senior management; and
- Oversee the evaluation of the Board and management.

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and the rules and regulations, as applicable, promulgated by the Ontario Securities Commission, the U.S. Securities and Exchange Commission, the Toronto Stock Exchange and The NASDAQ Stock Market LLC ("NASDAQ"), as in effect from time to time.

The Committee has the authority to undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. It is acknowledged, however, that all of the areas of oversight listed below may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items will receive in any particular context.

The Committee shall have the power and authority to act independently of management and hire its own consultants who will report solely to the Committee.

Committee members and the Committee Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time, on the recommendation of the Compensation Committee.

COMPOSITION

The Committee shall be composed of at least two members of the Board, all of whom are “independent directors” within the meaning of NASDAQ Rule 5605(a)(2). In affirmatively determining the independence of any member of the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

All members of the Committee shall be "independent" as contemplated in National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101"), such that all members of the Committee will have no direct or indirect relationship with the Company that could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of his or her independent judgment.

The chairperson of the Committee (the “Chair”) will be appointed by and serve at the discretion of the Board and all members will serve at the pleasure of the Board, continuing as a member of the Committee until resignation or replacement. The Board may fill vacancies on the Committee by appointment, on the recommendation of the Committee, from qualified members of the Board.

The designation of the Chair shall occur annually at the first meeting of the Board after a meeting of shareholders at which Directors are elected. If the Chair is not so designated, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

COMMITTEE FUNCTION AND PROCESS

The Committee shall hold at least two regular meetings per year and additional meetings as the Chair or Committee deems appropriate. Attendance by officers of the Company at meetings of the Committee shall be permitted at the discretion of the Committee Chair. The Committee shall regularly have “executive sessions” without members of management present.

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. A majority of the Committee members, but not less than two, shall constitute a quorum. Committee meetings may be attended in person or by telephone or video conferencing or any other electronic means of communication as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests. The Committee may take action by unanimous written consent when deemed necessary or desirable by the Committee or its Chair, subject to the requirements of any applicable law, regulation or rule.

Committee members may raise any subjects that are not set on the agenda by the Committee Chair.

The Committee shall maintain copies of minutes of each meeting and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. After approval, the minutes shall be signed by the Chair or Secretary of the meeting and a copy of the minutes and all consents shall be placed in the Company’s minute book.

The Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with this Charter.

ROLE OF THE CHAIR

The Chair's primary role is to ensure that the Committee functions properly, meets its obligations and responsibilities, fulfills its purpose and that its organization and mechanisms are in place and working effectively. More specifically, the Chair shall:

1. chair meetings of the Committee;
2. in consultation with the Chair of the Board, the members, the Chief Executive Officer and the General Counsel (or the Chief Financial Officer if the Company does not have a General Counsel on staff), set the agendas for the meetings of the Committee;
3. in collaboration with the Chair of the Board, the Chief Executive Officer, and the Chief Financial Officer, ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to members in advance of such meetings in order that members may properly inform themselves on matters to be acted upon;
4. assign work to members;
5. act as liaison and maintain communication with the Chair of the Board and the Board to optimize and co-ordinate input from directors, and to optimize the effectiveness of the Committee; and
6. provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate.

DUTIES AND RESPONSIBILITIES

In addition to other responsibilities given to the Committee by the Board from time to time, the responsibilities of the Committee shall include:

1. To develop and recommend to the Board, and periodically review and recommend updates to, a set of corporate governance guidelines to be applicable to the Company.
2. To evaluate the effectiveness of the Board (as a whole) and of this Committee (as a whole) and report the results of such evaluation to the Board.
3. To develop and recommend to the Board a succession plan for management, including succession in the event of an emergency or crisis, for the CEO and other officers and key employees, and to review such plan at least annually.
4. To periodically review and reassess Company policies.
5. Together with the chairs of the other board committees, where appropriate, review all committee charters at least annually to ensure they reflect the commitment to effective corporate governance.
6. Review and assess the adequacy of the Company's Code of Business Conduct and Ethics at least annually and the Company's efforts to educate, train and monitor compliance with laws and regulations and recommend any proposed changes to the Board for approval. Review the results of investigations of all alleged material infractions of the compliance program.

7. Review the involvement of officers and directors in any matter related to business ethics or potential conflict of interest and advise the Board of Directors on the appropriate course of action.
8. Review and assess the adequacy of the Employee and Insider Trading Policy at least annually and recommend any proposed changes to the Board for approval.
9. Review and assess the adequacy of the Committee charter, structure, processes and membership requirements at least annually and recommend any proposed changes to the Board for approval.
10. To review and recommend new director orientation and continuing education programs for directors of the Company that supports the Company's objective to promote the competence and integrity of the Board and its members.
11. To recommend to the Board whether to accept or reject a director's resignation, or take other action, if a director fails to receive a majority of the votes cast as specified under the Company's bylaws and the Company's Majority Voting Policy. The Committee shall consider resignations tendered by Directors in accordance with the Company's Majority Voting Policy.
12. To establish a process for the nominating or appointing of Board members which considers the competencies and skills that the Board considers necessary for the Board to possess, the competencies and skills that the Board considers each existing director to possess and the competencies and skills each new nominee is expected to possess, in all cases with regard to their diversity, gender, age, expertise and experience.
13. To interview, evaluate, nominate, and recommend individuals for membership on the Company's Board of Directors and committees (including chairs) thereof, provided however, that in the event that any member of the Committee is not "independent" as defined by NASDAQ Marketplace Rules and National Instrument 58-101, then director nominees must be selected and/or recommended for the Board's selection by a majority of the independent directors of the Board. The current criteria for Board and committee membership and the current policies and procedures to be followed by securityholders in submitting recommendations for director candidates to the Committee are set forth in Exhibit A hereto.

A current Director who, since he or she was last elected or appointed, has attended less than 75% of the Board meetings or less than 75% of the meetings of any committee on which he or she serves, shall not be recommended for renomination unless such absences were due to extenuating circumstances.

14. To annually assess the size and composition of the Board of Directors with a view to facilitating effective decision-making.
15. To provide such additional information and materials as it may deem necessary relating to the nomination of directors of the Company, which require the Board's attention.
16. To regularly report directly to the Board with respect to the Committee's activities, as appropriate.
17. To perform such other functions and have such powers as may be necessary or convenient in the efficient and lawful discharge of the foregoing.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

RESOURCES AND ADDITIONAL AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities in accordance with this Charter. Without limiting the generality of the foregoing, (i) the Committee shall have the authority to retain or obtain advice and counsel from legal or other advisors, including legal counsel or other advisors; (ii) the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel and other advisors retained by the Committee, and in connection therewith, the Committee shall have the sole authority to approve the advisors' or counsels' fees and other retention terms; and (iii) subject to such funding either being included in an annual budget of the Company or otherwise being approved by the Board, the Company shall provide appropriate funding, , for payment of (A) compensation to any legal counsel or other advisors retained by the Committee; and (B) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Exhibit A

POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Trillium Therapeutics Inc. (the “Company”) and the Board, as applicable, has adopted this policy in accordance with proxy disclosure requirements set forth in rules adopted by the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market LLC.

I. Security Holder Recommendations and Nominations

A. Candidate Recommendations

The Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending candidates for the Board’s selection as nominees for election to the Board at the next annual or other properly convened meeting of stockholders. The Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms or any other source it deems appropriate.

The procedures to be followed by security holders in submitting recommendations to the Committee for director candidates are set forth below:

- Securityholder recommendations for director candidates must be submitted in writing to the Secretary of the Company not less than 120 calendar days prior to the date on which the Company’s proxy statement was released to stockholders in connection with its previous year’s annual meeting.
- Securityholders recommendations for director candidates must include the following information:
 - The name and address of record of the securityholder;
 - A representation that the securityholder is a record holder of the Company’s securities or, if the security holder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934;
 - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the recommended director candidate;
 - A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board from time to time and set forth in this Policy;
 - A description of all arrangements or understandings between the security holder and the recommended director candidate;
 - The consent of the recommended director candidate (i) to be named in the proxy statement for the Company’s next meeting of securityholders and (ii) to serve as a director if elected at that meeting; and
 - Any other information regarding the recommended director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

B. *Candidate Nominations*

A securityholder desiring to nominate a person directly for election to the Board at an annual meeting of the securityholders must meet the deadlines and other requirements in the Company's bylaws and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Company's bylaws upon written request from a securityholder.

II. Identifying and Evaluating Nominees for Director

The Committee will use the following guidelines to identify and evaluate any individual recommended by a securityholder for nomination to the Board:

- The Committee will consider candidates properly recommended by securityholders holding at least three percent (3%) of the Company's common shares continuously for at least twenty four (24) months before the date the recommendation was submitted in the same manner as candidates recommended to the Committee from other sources.
- In evaluating director candidates, including directors eligible for re-election, the Committee will consider the following:
 - The current size and composition of the Board and the needs of the Board and its respective committees;
 - Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, and other commitments. The Committee need not assign any particular weight or priority to any one factor; and
 - Any other factors the Committee considers appropriate.
- The Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:
 - High standards of personal and professional ethics and integrity;
 - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
 - Skills that are complementary to those of members of the existing Board;
 - The ability to assist and support management and make significant contributions to the Company's success; and
 - An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.
- If the Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the securityholder(s) recommending the candidate, engaging an outside search firm to gather additional information, and relying on the knowledge of the members of the Committee, other directors and management.
- The Committee may propose to the Board a candidate recommended or offered for nomination by a securityholder as a nominee for election to the Board.

III. Decision by Board of Directors

After receiving the Committee's recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

IV. Modification of Policies and Procedures

These policies and procedures may be modified at any time by the Committee or the Board.