

TYME TECHNOLOGIES, INC.

STRATEGIC PLANNING COMMITTEE CHARTER

PURPOSE

The Strategic Planning Committee (the “Committee”) of the board of directors (the “Board”) of TYME Technologies, Inc. (the “Company”) shall assist the Board in fulfilling its responsibilities to monitor the development and implementation of the Company’s strategies and strategic plan.

MEMBERSHIP

The Committee shall consist of three or more directors, who shall be appointed by the Board and may be removed by the Board at any time. The Committee may consist of both independent and non-independent directors. Unless a Chairperson is designated by the Board, the members of the Committee may elect the Chairperson.

MEETINGS AND STRUCTURE

The Committee shall meet at such times as are deemed appropriate by the Chairperson of the Committee, any two members of the Committee or the Chief Executive Officer.

The Chairperson of the Committee shall be responsible for preparing the agenda, presiding over meetings and coordination of reporting to the Board. In the absence of the Chairperson of the Committee, the responsibilities of the Chairperson may be performed by any other member of the Committee.

DUTIES AND RESPONSIBILITIES

The Committee shall act as a liaison between the Board and management. The Committee shall have the following authority and responsibilities, and such other responsibilities as may be delegated by the Board as may be deemed appropriate:

- Oversee the implementation of the Company’s strategy, strategic plan and related initiatives.
- Review with management the process for development, approval and modification of the Company’s strategy and strategic plan.

- Review with management the key issues, options and external developments impacting the Company's strategy.
- Report regularly to the Board and facilitate an annual review of the Company's strategy and strategic options.
- Assure that the Board has the opportunity for timely and thorough review of the Company's strategy development and strategic plan.
- Meet with management periodically to monitor the Company's performance and ensure the Board is regularly apprised of the Company's progress with respect to implementation of the approved strategy.
- Identify and evaluate corporate development opportunities.

OUTSIDE ADVISORS

The Committee shall have the sole authority to retain and terminate any independent legal, financial or other advisors as it may consider necessary to carry out its responsibilities. The Committee shall be authorized to approve the terms and fees payable to such advisors, and the Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board.

This Charter was adopted on July 30, 2020.

