

Audit Committee Charter

The Audit Committee (the “Audit Committee”) of the Board of Directors (the “Board of Directors”) of Onconova Therapeutics, Inc. (the “Company”) is established pursuant to the Bylaws of the Company.

Purpose

- (a) The Audit Committee’s primary duties and responsibilities are to:
- (1) Oversee the integrity of the Company’s accounting and financial reporting processes and the audits of the financial statements reported to the public.
 - (2) Oversee the Company’s systems of internal controls and compliance with applicable laws and regulations.
 - (3) Oversee the Company code of conduct.
 - (4) Appoint, and monitor the independence, qualifications and performance of, the Company’s independent auditors and provide an avenue of communication between the independent auditors, management and the Board of Directors.
- (b) The Audit Committee has the authority to conduct or authorize investigations into any matter within the scope of its responsibilities and it shall have direct access to the independent auditors as well as anyone in the Company. The Audit Committee, in its sole discretion, has the ability to retain, at the Company’s expense, special legal, accounting, or other consultants or advisors it deems necessary in the performance of its duties or to assist in the conduct of any investigation.

Membership and Operation

- (a) Appointment. Audit Committee members shall be appointed by the Board of Directors. The chairperson of the Audit Committee shall be designated by a vote of the Board of Directors.
- (b) Term. Each of the directors serving on the Audit Committee shall serve until his or her successor has been duly elected and qualified or his or her death, resignation or removal, if earlier.
- (c) Qualifications.
- (1) The Audit Committee shall be comprised of three or more directors
 - (2) Except as otherwise permitted by the rules of the Company’s principal stock exchange, each Audit Committee member (a) must be independent as defined in such stock exchange’s rules, (b) must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than in his or her capacity as a member of the Board of Directors, the Audit Committee or any other Board of Directors

committee), (c) must not be an affiliated person of the Company or any of its subsidiaries and (d) must not have participated in the preparation of the Company's financial statements at any time during the past three years.

(3) All members of the Audit Committee shall, at the time of their appointment, have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall have accounting or related financial management expertise and be considered a "financial expert" as defined under Item 407 of Regulation S-K promulgated under the Securities Act of 1933. A person who satisfies this definition of "audit committee financial expert" will also be presumed to have financial sophistication. Members of the Audit Committee are encouraged, at the expense of the Company, to enhance their familiarity with finance and accounting by participating in continuing educational programs.

(d) Operations.

(1) The Audit Committee will have regular meetings four times per year (which should coincide with, and precede, the Company's public announcement of its quarterly and annual results) or more frequently as circumstances dictate. The chairperson of the Audit Committee shall prepare and/or approve an agenda in advance of each meeting. If the chairperson of the Audit Committee is not present for a meeting, the members of the Audit Committee may designate a chairperson for the meeting by majority vote of the Audit Committee membership. The Audit Committee may meet privately, or with management and with the independent auditors separately as is reasonably necessary, to discuss any matters within the purview of the Audit Committee.

(2) The Audit Committee shall maintain minutes of meetings and report Audit Committee actions to the Board of Directors on a regular basis including any recommendations the Audit Committee deems appropriate.

Audit Committee Responsibilities and Duties

(a) With Regard to Financial Reporting.

(1) Review the Company's annual audited financial statements and related footnotes including disclosures made in Management's Discussion and Analysis, and report to the Board of Directors as to whether it recommends that the audited financial statements should be included in the Company's Form 10-K. The review should include separate discussions with management and with the independent auditors of significant issues and disagreements (if any) regarding accounting principles, practices and judgments, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and the effect of using different accounting principles, practices and judgments.

(2) Review and discuss with management and with the independent auditors the Company's quarterly financial statements and related press releases, including disclosures made in Management's Discussion and Analysis, earnings guidance and any reports or other financial information submitted by the Company to the stockholders, the Securities and

Exchange Commission (the “SEC”), analysts, rating agencies and others prior to filing or dissemination.

(3) Review and approve the functions of the Company's internal audit department, including its purpose, organization, responsibilities, budget and performance; and to review the scope, performance and results of such department's internal audit plans, including any reports to management and management's response to those reports.

(4) Periodically review and discuss with management the significant accounting principles, policies, and practices followed by the Company in accounting for and reporting its financial results in accordance with generally accepted accounting principles, including management's critical accounting estimates and off-balance sheet transactions if any. Obtain and consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting. Also periodically review with management its policies regarding earnings releases and earnings guidance as provided to the public.

(5) Discuss with the independent auditors certain matters required to be communicated to audit committees in accordance with the American Institute of Certified Public Accountants: Statement of Auditing Standards No. 61 (or any successor provision), including such matters as (i) the consistency of application of the Company's accounting policies; (ii) the completeness of information contained in the financial statements and related disclosures; (iii) the selection of new or changes to the Company's accounting policies; (iv) estimates, judgments and uncertainties; (v) unusual transactions and (vi) accounting policies relating to significant financial statement items, including the timing of transactions and the period in which they are recorded.

(6) Annually review the independent auditors' audit plan, discussing the scope, staffing, locations, reliance upon management and general audit approach.

(b) With Regard to Internal Controls and Compliance.

(1) Periodically review and discuss with management the effectiveness and adequacy of the Company's system of internal controls. This would include discussing at least annually with management and the independent auditors the Company's key financial, business, developmental and other operational risks, and the steps management has taken to monitor and control such risks (including management's risk assessment and risk management policies). Also review written reports and significant findings regarding internal controls prepared by the independent auditors, and if appropriate, discuss the information contained in the reports with the independent auditors. Review management's responses, if any, to such reports and findings, including the status of previous recommendations.

(2) In consultation with management and the independent auditors, review the integrity of the Company's financial reporting processes and adequacy of disclosure controls. Also, review and discuss with management and the independent auditors (i) the annual report of management that is included in the Company's Form 10-K affirming management's responsibility for establishing and maintaining internal control over financial reporting and

assessing the effectiveness of the internal control over financial reporting and (ii) the independent auditors' report on, and attestation of, management's annual report, provided that the filing thereof is required by applicable law.

(3) Establish and maintain appropriate procedures for (i) the receipt, retention and treatment of complaints received by the Company and the Audit Committee regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. A memo setting forth such procedures shall be distributed to all employees of the Company on an annual basis, and more frequently if circumstances require.

(4) Periodically review and oversee the administration of the Company's code of conduct, as provided therein, including review of reports from the officer of the Company charged with administration of the code of conduct, review of violations thereunder and the monitoring of activity raising questions thereunder.

(5) On a quarterly basis, review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

(6) Review and approve (i) transactions involving potential conflicts of interest under the Company's code of ethics, and (ii) all other related-party transactions.

(c) With Regard to the Independent Auditors.

(1) The Audit Committee has sole authority and responsibility to select and hire, oversee, evaluate, determine the compensation of and, where appropriate, replace the independent auditors. The Audit Committee shall annually review the performance of the independent auditors, the experience and qualifications of the senior members of the independent auditor team and the quality control procedures of the independent auditors.

(2) On an annual basis, receive from the independent auditors a formal written statement delineating all relationships between the independent auditors and the Company and representing to the Company the independent auditors' independence consistent with applicable standards, including Public Company Accounting Oversight Board Rule 3520 (and any successor or related rules). The Audit Committee should discuss with the independent auditors the disclosed relationships or services that may impact the objectivity and independence of the auditors, and take, or recommend that the Board of Directors take, appropriate action to ensure the independence of the auditors.

(3) Approve in advance the provision of all audit services and any permissible non-audit services by the independent auditors and the related fees of the independent auditors therefor. Consider whether the provision of these other services is compatible with maintaining the auditors' independence. As permitted by law, this duty may be delegated by the Audit Committee to one or more designated members of the Audit Committee with any such preapproval reported to the Audit Committee at its next regularly scheduled meeting. Review

disclosure of information regarding the approval of independent auditors' non-audit services as required by the SEC in periodic reports to investors.

(4) Review and approve the hiring as an employee of the Company an employee of the independent auditor who was engaged on the Company's account, subject to the provisions of the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations of the SEC promulgated pursuant thereto. Discuss with independent auditors any recommendations they may have regarding this action.

(d) With Regard to Other Audit Committee Responsibilities.

(1) Periodically review financial and accounting personnel succession planning within the Company.

(2) Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.

(3) Review and reassess the adequacy of this Charter on an annual basis, or more frequently if circumstances require. Submit this Charter to the Board of Directors for approval and have this Charter periodically published in a proxy or information statement in accordance with SEC regulations.

(4) Annually prepare an Audit Committee report to shareholders as required by the SEC. The report should be included in the Company's annual proxy statement.

(5) Annually perform a self-assessment of the Audit Committee's performance.

Adopted by the Board of Directors on July 8, 2013 and to be effective as of the date the Company's stock is first listed on the Company's principal stock exchange.

Last Update: July 8, 2013.