

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
XENON PHARMACEUTICALS INC.**

PURPOSE

The purpose of the Nominating and Corporate Governance Committee is to ensure that the Board of Directors (the “**Board**”) of Xenon Pharmaceuticals Inc. (“**Xenon**,” and together with its subsidiaries, the “**Corporation**”) is properly constituted to meet its fiduciary obligations to shareholders and Xenon and that Xenon has and follow appropriate corporate governance standards. To carry out this purpose, the Nominating and Corporate Governance Committee shall:

- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of shareholders at which directors are to be elected.
- Recommend members for each Board committee.
- Develop and maintain corporate governance policies applicable to the Corporation, and any related matters required by applicable securities laws.
- Oversee the evaluation of the Board of Xenon.

The Nominating and Corporate Governance Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

COMPOSITION

1. Membership and Appointment. The Nominating and Corporate Governance Committee shall consist of at least three members of the Board. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the securities exchange on which Xenon is listed and such other qualifications as may be established by the Board from time to time. Subject to the foregoing, each member of the Nominating and Corporate Governance Committee will automatically cease to be a member if he or she ceases to be an independent director.
3. Chairperson. The Board may designate a chairperson of the Nominating and Corporate Governance Committee. In the absence of that designation, the Nominating and Corporate Governance Committee may designate a chairperson by majority vote of the Nominating and Corporate Governance Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Nominating and Corporate Governance Committee deem appropriate. In carrying out its responsibilities, the Nominating and Corporate Governance Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Board Composition, Evaluation and Nominating Activities. The Nominating and Corporate Governance Committee shall:
 - Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).
 - Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
 - Search for, identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by shareholders, provided such shareholder recommendations are made in compliance with Xenon’s bylaws and its shareholder nominations and recommendations policies and procedures.
 - Consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of Xenon’s bylaws.
 - Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the shareholders at the annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected.
 - Consider the Board’s leadership structure, including the separation of the chairperson and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Nominating and Corporate Governance Committee deems appropriate.
 - Develop and review periodically the policies and procedures for considering shareholder nominees for election to the Board.
 - Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
 - Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which Xenon is listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

2. Board Committees. The Nominating and Corporate Governance Committee shall:
 - Review annually the structure and composition of each committee of the Board and make recommendations to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
 - Recommend to the Board persons to be members and chairpersons of the various committees.
3. Corporate Governance. The Nominating and Corporate Governance Committee shall:
 - Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation.
 - Review annually the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
 - Oversee Xenon’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to Xenon’s corporate governance framework, including its certificate of incorporation and bylaws.
 - Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and to oversee the conduct of this annual evaluation.
 - When appropriate and relevant for Xenon, conduct a review of Xenon’s succession planning process for the chief executive officer (“CEO”) and any other members of Xenon’s executive management team, and report its findings and recommendations to the Board.
 - Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
 - Review the disclosure included in Xenon’s proxy statement regarding Xenon’s director nomination process and other corporate governance matters.
 - Review any proposals properly submitted by shareholders for action at the annual meeting of shareholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
 - Review and discuss with management the disclosure regarding the operations of the Nominating and Corporate Governance Committee and director independence, and recommend that this disclosure be included in Xenon’s proxy statement or annual report on Form 10-K.
4. Conflicts of Interest. The Nominating and Corporate Governance Committee shall:
 - Review and monitor compliance with Xenon’s code of business conduct and ethics.
 - Consider questions of possible conflicts of interest of Board members and of corporate officers.

- Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

MEETINGS AND PROCEDURES

1. Meetings.

- The Nominating and Corporate Governance Committee will set its own schedule of meetings and will meet at least two times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The chairperson of the Nominating and Corporate Governance Committee shall preside at each meeting. The chairperson will approve the agenda for the Nominating and Corporate Governance Committee's meetings and any other member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Nominating and Corporate Governance Committee members present. The Nominating and Corporate Governance Committee may act by written consent (which may include electronic consent) in lieu of a meeting in accordance with Xenon's bylaws, which shall constitute a valid action of the Nominating and Corporate Governance Committee if it has been executed by each member of the Nominating and Corporate Governance Committee and shows the date of execution. Any written consent will be effective on the date of the last signature or electronic consent, as the case may be, and will be filed with the minutes of the meetings of the Board.
- The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Nominating and Corporate Governance Committee may invite to its meetings any director, officer or employee of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Corporate Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Nominating and Corporate Governance Committee.

2. Reporting to the Board of Directors. Consistent with this charter, the Nominating and Corporate Governance Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected or to fill vacancies or newly created directorships on the Board or committees. In addition, the Nominating and Corporate Governance Committee shall report regularly to the Board (i) following meetings of the Nominating and Corporate Governance Committee, (ii) with respect to its review and assessment of corporate governance matters and such other matters as are relevant to the Nominating and Corporate Governance Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Nominating and Corporate Governance Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Nominating and Corporate Governance Committee designated by the Nominating and Corporate Governance Committee to make such report.

3. Authority to Retain Advisors. The Nominating and Corporate Governance Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and

responsibilities as set forth in this charter. The Nominating and Corporate Governance Committee shall set the compensation and oversee the work of any such consultants or advisors. Xenon will provide appropriate funding, as determined by the Nominating and Corporate Governance Committee, to pay any such search firms or any other outside advisors hired by the Nominating and Corporate Governance Committee and any administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Nominating and Corporate Governance Committee may form subcommittees for any purpose that the Nominating and Corporate Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Corporate Governance Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating and Corporate Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Corporate Governance Committee as a whole.
5. Committee Charter Review. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
6. Performance Review. The Nominating and Corporate Governance Committee shall review and assess the performance of the Nominating and Corporate Governance Committee on an annual basis.
7. Compensation. Members of the Nominating and Corporate Governance Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board (or a committee thereof) in its sole discretion.