

GTx, INC.

**AMENDED AND RESTATED CHARTER
OF THE SCIENTIFIC AND DEVELOPMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Scientific and Development Committee (the “Committee”) of the Board of Directors (the “Board”) of GTx, Inc., a Delaware corporation (the “Company”), is to assist the Board by reviewing and evaluating the Company’s research strategy and research, development and clinical programs. To accomplish this purpose, the Committee will review and monitor the science, processes and procedures, and infrastructure underlying the Company’s major discovery and clinical development programs.

MEMBERSHIP

The Committee shall be comprised of not less than two Board members, including a Committee Chairperson, appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board. The Committee membership may also include scientific and/or medical experts who are not also Board members, as long as a majority of the Committee is comprised of members of the Board. Each member of the Committee shall have sufficient scientific and/or medical expertise to review and evaluate appropriately the Company’s clinical programs and research and development projects. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership, who shall also be a member of the Board.

MEETINGS AND PROCEDURES

The Committee shall meet at such times during the year as necessary or appropriate to accomplish its duties and responsibilities, including teleconferences when appropriate. Meetings of the Committee may be called by any member of the Committee upon notice to all other members as provided in the Bylaws of the Company; provided, however, that such notice may be waived as provided in the Bylaws of the Company. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. Attendance by members of management will be at the invitation of the Committee Chairman. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board. The Committee shall report its actions and any recommendations to the Board as soon as practical following any Committee meeting.

DUTIES AND RESPONSIBILITIES

The function, powers, duties and responsibilities of the Committee as are follows:

1. The Committee shall review, evaluate and report to the Board regarding strategy, plans and goals, as well as progress and performance, of the Company's clinical programs and research and development activities.
2. The Committee shall review and evaluate the infrastructure and resources made available by the Company for its clinical programs and research and development projects, and make recommendations as appropriate if the infrastructure and/or resources are insufficient, in the opinion of the Committee, to accomplish the Company's clinical development programs and research and development projects.
3. The Committee shall review and discuss the scientific information in the Company's quarterly and annual financial filings with the SEC (Forms 10-Q and Form 10-K) and recommend any proposed changes to the Audit Committee of the Board of Directors.
4. The Committee shall identify and discuss significant emerging regulatory, research and scientific issues and trends and competitive activity, including their potential impacts on any Company programs, plans, or policies relating to its clinical programs and research and development activities.
5. The Committee shall, not less frequently than annually, evaluate the performance of the Committee, including a review of the Committee's compliance with this Charter, and review and reassess this Charter and submit any recommended changes to the Board for its consideration and approval.
6. The Committee shall perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.
7. The Committee shall have the authority to consult with Company counsel. The Committee also shall have the authority to engage any outside advisor or consultant of its selection, at the Company's expense, should the Committee deem it necessary or appropriate to do so.