

LEAP THERAPEUTICS, INC.

AUDIT COMMITTEE PROCEDURES FOR HANDLING ACCOUNTING AND AUDITING COMPLAINTS AND CONCERNS

As part of the commitment of Leap Therapeutics, Inc. (the “Company”) to ethical business conduct, the Company’s Audit Committee has established the following procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, and auditing matters relating to the Company and for the confidential, anonymous submission by employees of the Company of concerns relating to questionable accounting or auditing matters.

I. REPORTING COMPLAINTS AND CONCERNS

Employees, investors, stakeholders and others may report complaints and concerns regarding accounting, internal accounting controls, and auditing matters by telephoning the Company’s toll-free hotline at 1-844-413-0900, e-mailing the Company at LPTX@openboard.info, or visiting <http://www.openboard.info/LPTX/>, or by emailing the Company’s General Counsel at donsi@leaptx.com or calling him at 1-617-218-1116, or by writing to the Audit Committee. Information about how to contact the Audit Committee is posted on the Company’s website at <http://www.leaptx.com>.

Complaints and concerns regarding accounting, internal accounting controls, and auditing matters may be reported anonymously, although individuals are encouraged to provide their names to facilitate investigation and follow-up. To the extent legally permitted, all reports will be treated confidentially, and the identity of any reporting person will be kept confidential unless that person agrees otherwise.

II. AUDIT COMMITTEE OVERSIGHT, EVALUATION, AND INVESTIGATION

- A The Company’s General Counsel or his designee(s) accesses the hotline to retrieve reports and reviews any reports submitted to the Audit Committee in writing. The Chair of the Audit Committee or his designee(s) shall also have access to the hotline to retrieve reports and the Chair of the Audit Committee shall also review any report submitted to the Audit Committee in writing.
- B The General Counsel promptly evaluates each report to assess the nature, scope, and actual or potential impact of the reported complaint or concern and whether it relates to an accounting, internal accounting controls, or auditing matter. The Chair of the Audit Committee may also perform any or all of the tasks assigned to the General Counsel in the immediately preceding sentence. If the Chair of the Audit Committee performs any or all of such tasks, the Chair of the Audit Committee shall inform the General Counsel (unless such task or tasks relate to a complaint or concern involving the General Counsel). If a complaint

or concern involves the General Counsel, it is referred to the Chair of the Audit Committee for handling.

C The General Counsel communicates all reports to the Audit Committee as follows: (i) significant reports are communicated to the Chair of the Audit Committee promptly, and in any event within three business days of receipt; and (ii) other reports are communicated to the Audit Committee no less frequently than quarterly as provided in Section III below or more often at the General Counsel's discretion. The Chair of the Audit Committee may also perform any or all of the communication tasks assigned to the General Counsel in the immediately preceding sentence. If the Chair of the Audit Committee performs any or all of such communication tasks, the Chair of the Audit Committee shall inform the General Counsel (unless such communication task or tasks relate to a complaint or concern involving the General Counsel). Reports are considered significant if they allege:

- inaccuracies, omissions or misstatements (whether or not material) or fraud or deliberate error in the preparation, evaluation, review or audit of the Company's financial statements, or material inaccuracies, omissions or misstatements in other portions of the Company's filings with the Securities and Exchange Commission;
- allegations involving senior management with respect to accounting, internal accounting controls, or auditing matters;
- a misrepresentation or false statement to, or by, a senior officer or accountant of the Company regarding any matters contained in the financial, accounting or audit records or reports of the Company;
- fraud or other misconduct by management or other employees who have a significant role in the Company's internal controls;
- matters related to the independence of the Company's auditors;
- violations of applicable laws or regulations related to the financial reporting process;
- allegations involving a material weakness in the Company's internal control system; or
- misappropriation of Company funds.

A copy of each significant report involving senior management is also forwarded to the Chair of the Nominating and Corporate Governance Committee.

- D The Audit Committee Chair, or at the Chair's election, the full Committee, determines the manner in which each significant report is to be investigated. In making this determination, the Audit Committee may receive and consider the recommendations of the General Counsel, the Company's outside counsel, and other members of management, as the Audit Committee deems appropriate.
- E The Audit Committee has the authority to engage outside counsel, forensic accountants, and other advisors to assist in the investigation of a report. In considering whether to retain outside advisors, and which outside advisors to retain, the Audit Committee considers the relevant facts and circumstances, including the nature and seriousness of the alleged misconduct and such factors as:
- whether the alleged misconduct constitutes a significant report, as described in Section II.C above;
 - whether the alleged misconduct is pervasive or isolated;
 - who is involved in the alleged misconduct;
 - whether the alleged misconduct would have a material impact on the financial statements;
 - the fines, penalties, damages, and other liabilities that potentially would be associated with the alleged misconduct;
 - the degree to which, given its nature, the alleged misconduct warrants examination by a party independent of the events and individuals involved; and
 - whether investigation of the alleged misconduct necessitates particular subject matter expertise (such as forensic accountants in the case of alleged financial reporting irregularities).
- F Other than those reports for which the Audit Committee or its Chair has determined to handle the investigation differently, the General Counsel is responsible, under the oversight of the Audit Committee, for investigating complaints and concerns regarding accounting, internal accounting controls, and auditing matters, using such internal and external resources deemed necessary by the General Counsel.

III. REPORTING TO THE AUDIT COMMITTEE; RECORDKEEPING

On a quarterly basis, the General Counsel presents a report to the Audit Committee communicating all reports received and summarizing, among other things, the manner in which these reports are being investigated, the status of any investigations, recommended remedial actions, and the disposition of any reports. The Chair of the Audit Committee may also perform any or all of the reporting tasks assigned to the General Counsel in the immediately preceding sentence.

The General Counsel maintains a record of all reports received, including a transcription of all calls reported through the Company's hotline. This record will include documentation of the disposition of each complaint and concern. All complaints and reports will be maintained in the Company's files for a period of not less than six years.

IV. NON-RETALIATION

In accordance with applicable law, the Company adheres to a strict policy that prohibits taking or threatening disciplinary or other retaliatory action, including discharge, demotion, suspension, harassment and any other discrimination, against any employee for reporting in good faith, or assisting in the investigation of, any complaint or concern regarding an accounting, internal accounting control, or auditing matter.

V. PERIODIC REVIEW

The Audit Committee periodically reviews these procedures.

Date Adopted: October 4, 2016