

VERASTEM, INC.
Research & Development Committee Charter

A. Purpose

The purpose of the Research and Development Committee of the Board of Directors (the "Board") of Verastem, Inc. (the "Company") is to:

1. Serve as a resource and provide feedback to the Company and the Board concerning the research, development and technology ("R&D") aspects of the Company's business.
2. Review and periodically report to the Board on matters that have significant R&D components affecting the Company's business, including reviewing implementation and progress in achieving R&D goals and objectives and evaluating scientific and medical aspects of transactions that require Board action.

B. Structure and Membership

1. Number. The Research and Development Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Research and Development Committee shall be "independent" as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Research and Development Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Research and Development Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Research and Development Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Research and Development Committee from such Committee, with or without cause.

C. Authority and Responsibilities

The Research and Development Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that responsibility, members should generally be entitled to rely on the integrity and honesty of the Company's management and outside advisors to the fullest extent permitted by law.

In addition, the Committee shall:

1. Assist Management and the Board in its general oversight of R&D

- program goals and objectives
2. Provide advice on key/critical medical and regulatory documents
 3. Assist Management and the Board in its oversight of the Company's major acquisitions and business development activities as they relate to the acquisition or development of new science or technology that supports value creation of the Company's portfolio
 4. Serve as a resource and provide input, as needed, regarding the scientific and technological aspects of product safety matters
 5. Assist Management and the Board in the recruitment and retention of scientific talent with a special focus on physician scientists
 6. Assist Management and the Board on the scientific, technical and medical aspects of transactions that require Board approval
 7. Identify and assess significant new and emerging trends and developments in R&D and science and their potential impact on the Company.
 8. Perform any other activities and functions as the Committee deems necessary or appropriate to carry out its responsibilities.
 9. Periodically review and reassess the adequacy of this charter and submit proposed changes to the Board for approval.

D. Procedures and Administration

1. Meetings. The Research and Development Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Research and Development Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Research and Development Committee shall report regularly to the Board.
4. Charter. The Research and Development Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Research and Development Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Annual Self-Evaluation. At least annually, the Research and Development Committee shall evaluate its own performance.