

**Amended and Restated Charter of the
Compensation Committee of
Catalyst Pharmaceuticals, Inc.**

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Catalyst Pharmaceuticals, Inc. (the "Company") is (i) to discharge the Board's responsibilities relating to compensation of the Company's executives, including by designing (in consultation with management or the Board), approving, recommending to the Board for approval and evaluating the compensation plans, policies and programs of the Company and (ii) to produce an annual report on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's stockholders. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law and consistent with this Charter, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Membership

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (i) satisfy the independence requirements of the Nasdaq Capital Market, (ii) be a "nonemployee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (iii) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee, including the chairman of the Committee (the "Chair"), shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board.

Responsibilities of the Committee

1. Establish an agenda for the ensuing year. Hold such regular meetings as may be necessary and such special meetings as may be called by the Chair or at the request of the Chief Executive Officer or other Board members.

2. Review the powers and duties of the Committee and report and make recommendations to the Board on those responsibilities.
3. Periodically review, at least once per year, whether any steps should be taken to improve the operation of the Company's executive officer compensation, director compensation, and incentive compensation and benefit plans for employees. Review and consider, among other things, the following:
 - a. whether the Committee's policy and its philosophy regarding executive compensation is still appropriate;
 - b. whether the compensation levels for executive officers or directors should be adjusted;
 - c. whether incentive compensation and benefits to employees pursuant to benefit plans are being properly administered; and
 - d. whether the meetings of the Committee may be made more effective.
4. Review and determine whether risks arising from the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company.
5. Review and determine the compensation levels (including any bonus, incentive compensation or similar arrangements, regardless of whether such arrangement is performance-based) for executive officers and directors in accordance with the agenda established or the outcome of a periodic review. In performing this responsibility, the Committee will evaluate the executive officer compensation levels under the ultimate direction of the Chief Executive Officer, based upon peer group and national industry surveys of total compensation packages, as well as evaluations of the individual executive's past and expected future performance. Similarly, the Committee will review and determine the compensation level for the Chief Executive Officer based on a review of competitive compensation data, the Chief Executive officer's overall performance and its expectations as to his future performance in leading the Company. The Chief Executive Officer will not be present at any Committee deliberations or voting with respect to his compensation.
6. The Committee will evaluate the administration of incentive compensation and benefits to employees pursuant to benefit plans based on a review of peer group and national industry surveys. Executive officer and director compensation levels shall include, but not be limited to, annual salary, bonus, stock options and other direct or indirect benefits.
7. In consultation with management, oversee regulatory matters with respect to compensation matters, including, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
8. Review and approve any proposed employment agreement with any executive officer of the Company. Review and approve any severance, retention or other termination payment

proposed to be made to any current or former executive officer of the Company, except for any such payment to be made in accordance with a plan or agreement previously approved by the Board or the Committee.

9. Review with management the Committee's determinations regarding compensation levels for executive officers and directors, and the administration of incentive compensation and benefits to employees pursuant to benefit plans.
10. Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" ("CD&A") and, based upon such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.
11. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
12. Propose the adoption, amendment and termination of stock option plans, pension and profit-sharing plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans, and other similar programs (such programs are referred to herein as "Compensation Plans") and administer the Compensation Plans in accordance with their terms.
13. Grant rights, participations and interests in Compensation Plans to eligible participants and administer such rights, participations and interests in accordance with the Compensation Plans.
14. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefit.
15. Review and approve, if the Committee deems so fit, such other compensation matters as the Chief Executive Officer or the Board wishes to have the Committee review.
16. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.
17. Review executive officer succession planning within the Company.
18. Annually evaluate the Committee's performance.
19. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
20. Consider such other matters in relation to compensation levels for executive officers and directors, and the administration of incentive compensation and benefits to employees pursuant to benefit plans as the Committee may, in its discretion, determine to be advisable.

Authority and Resources

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall directly be responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have the sole authority to approve the adviser's fees and other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee may form and delegate authority to subcommittees as it deems appropriate.