



May
23, 2020

[REDACTED]
[REDACTED], MD, CEO
533 Airport Boulevard, STE 400
Burlingame, CA 94010

Dear Cameron

This letter agreement (the "Agreement") confirms the terms and conditions of the engagement of Noble Life Science Partners, a division of Noble Capital Markets, Inc. ("Noble"), Member FINRA and SIPC, by Humanigen, Inc. (the "Company") to solicit offers to purchase the Company's securities (the "Securities") from Noble's clients and other prospective investors with which Noble has a pre-existing, substantive relationship (the "Investors") in connection with the Company's funding initiatives, which may occur under a selected dealer agreement with JP Morgan Securities, the lead placement agent for the private offering of the Securities (the "Private Placement").

1. The Company hereby appoints Noble to act as its non-exclusive placement agent in connection with the Private Placement through the sale of securities (such securities issued hereunder, the "Securities") to selected Investors as described above for the period commencing from the effective date of the Agreement and ending on the earlier of two (2) months from the effective date of the Agreement or the completion of the Private Placement.

The Company hereby confirms that the Private Placement of the Securities is to be made directly by the Company to Investors pursuant to purchase or subscription agreements entered by such Investors and the proceeds will be funded by the Investors directly to the Company at each closing of any sale of Securities.

2. As compensation for Noble's services hereunder, the Company shall pay Noble as follows:

- Each closing ("Closing") of any sale of the Securities to purchasers brought into