



CHARTER OF THE GOVERNANCE, NOMINATION AND COMPENSATION COMMITTEE

1.0 PURPOSE

The Governance, Nomination and Compensation Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of The Planting Hope Company Inc. (the “Company”). The Committee is appointed by the Board to assist the Board in promoting a culture of integrity throughout the Company, to assist the Company in identifying and recommending new nominees for election to the Board, to assist the Company and the Board in fulfilling their respective corporate governance responsibilities under applicable securities laws, instruments, rules and policies and regulatory requirements (collectively “Applicable Laws”), to assist the Board in setting director and senior officer compensation and to develop and submit to the Board recommendations with respect to such other employee benefits as considered advisable. The committee will offer competitive compensation to attract, retain and motivate qualified executives in order for the Company to achieve the strategic plan and budget approved by the Board from time to time, and will act in the best interests of the Company by being financially responsible. This Charter shall govern the operations of the Committee.

2.0 COMPOSITION AND MEETINGS

- (a) The Committee shall be composed of three or more directors as designated by the Board from time to time. Unless a Chair is elected by the Board, the members of the Committee shall designate from amongst from among themselves a member who shall serve as Chair.
- (b) The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the TSX Venture Exchange, the Business Corporations Act (British Columbia), and all applicable securities regulatory authorities.
- (c) At least a majority of member of the Committee shall be independent (as defined in National Instrument 52-110 – Audit Committees (“NI 51-110”)) and shall be remunerated only in accordance with applicable laws and regulations.
- (d) The Committee shall meet at least twice in each financial year of the Company, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements.
- (e) A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.



- (f) Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board.
- (g) If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
- (h) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, email or other communication equipment, by giving at least 48 hours' notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of electronic conference or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- (i) Any member of the Committee may participate in the meeting of the Committee by means of electronic conference call or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- (j) The Committee shall hold an in camera session without any senior officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.
- (k) The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.
- (l) The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference, or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
- (m) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.



- (n) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary.
- (o) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders of the Company.
- (p) The Committee shall report its determinations and recommendations to the Board.

3.0 RESOURCES AND AUTHORITY

The Committee shall have the authority to:

- (a) engage, at the expense of the Company, independent counsel and other experts or advisors as is considered advisable, including compensation consultants to assist in determining appropriate compensation policies and levels, provided that any services to be provided by any such compensation consultants must be pre-approved by the Committee and, any services to be provided by any such compensation consultants at the request of the senior officers, must be pre-approved by the Chair;
- (b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
- (c) conduct any investigation considered appropriate by the Committee;
- (d) request any senior officer or other employee of, or outside counsel for, the Company to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and
- (e) adopt such procedures as the Committee sees fit to assist it in its determinations under this charter.

4.0 RESPONSIBILITIES

- (a) Related Party Transactions

The Committee is responsible for:

- (i) considering, or presenting to the Board for consideration, any transaction involving the Company and any “related party” as that term is defined in



Applicable Laws (each a “Related Party Transaction”);

- (ii) monitoring any Related Party Transaction and reporting to the Board on a regular basis regarding the status of any Related Party Transaction; and
- (iii) if considered advisable, establishing guidelines and parameters within which the Company shall be entitled to engage in Related Party Transactions without the specific prior approval of the Committee or the Board.

(b) Senior Officers

The Committee is responsible for:

- (i) reviewing and making recommendations to the Board with respect to the compensation policies and practices of the Company;
- (ii) annually reviewing and recommending to the Board for approval the remuneration of the senior officers of the Company, namely, as applicable, the Chief Executive Officer (the “CEO”), the Chief Financial Officer (the “CFO”), the Chief Sales Officer (the “CSO”), the Chief Operating Officer (the “COO”), the Chief Legal Officer, the Chief Administrative Officer, any Vice-President and any other employee of the Company having a comparable position as may be specified by the Board (collectively the “Senior Executives”), with such review being carried out in consultation with the CEO, the CFO, the CSO and the COO, other than the remuneration of the CEO, the CFO, the CSO or the COO;
- (iii) reviewing the goals and objectives, as applicable, of the CEO, the CFO, the CSO and the COO for the next financial year of the Company and providing an appraisal of the performance of the CEO, the CFO, the CSO and the COO following the completion of each financial year;
- (iv) meeting with the CEO on at least an annual basis to discuss goals and objectives for the other Senior Executives, their compensation and performance;
- (v) reviewing and making a recommendation to the Board on the hiring or termination of any Senior Executive, on any special employment contract containing or including any retiring allowance, or on any agreement to take effect, or provide for the payment of benefits, in the event of a termination or change of control of the Company, affecting a Senior Executive or any other employee of the Company, or any amendment to any such contract or agreement;
- (vi) making, on an annual basis, a recommendation to the Board as to any bonuses



or awards to be made to the five highest paid Senior Executives or such lesser number of Senior Executives that exist at the time, including under any compensation plan or employment contract of such a Senior Executive; and

- (vii) on an annual basis, comparing the total remuneration (including benefits) and the main components thereof of the Senior Executives with the remuneration of peers in the same industry, with such comparison being carried out on an informal or formal basis, at the discretion of the Committee.

(c) Directors

The Committee should:

- (i) monitor from time to time the appropriateness of implementing structures, or of the structures implemented, to ensure that the Board can function independently of the senior officers of the Company;
- (ii) provide an orientation and education program for new directors which advises them of:
 - (A) the role of the Board and its committees,
 - (B) the nature of the business and affairs of the Company, and
 - (C) the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments;
- (iii) provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their skills and ensure that their knowledge of the business and affairs of the Company remains current;
- (iv) respond to, and if appropriate, authorize requests by, individual directors to engage independent counsel or other experts or advisors at the expense of the Company;
- (v) review annually, together with the Audit Committee of the Board, the directors' and officers' third-party liability insurance; and
- (vi) on an annual basis, review and make a recommendation to the Board with respect to the remuneration of directors.

(d) Share Ownership Guidelines



The Committee should review and make a recommendation to the Board with respect to any share ownership guidelines applicable to the Senior Executives and the directors, and annually review the shareholdings of the Senior Executives and directors based on such guidelines established from time to time.

(e) Compensation Plans

The Committee is responsible for:

- (i) ensuring that any required regulatory approval and shareholder approval is obtained for any compensation plan of the Company;
- (ii) overseeing the compensation plans of the Company; and
- (iii) determining those directors, Senior Executives, other employees and consultants of the Company who are entitled to participate in the compensation plans of the Company, the number of options, common shares or other securities of the Company allocated to each participant under each such plan, if any, and the time or times when the ownership of such options, common shares or other securities will vest for each participant, and administering all matters relating to any compensation plan of the Company, including any bonus plan, to which the Committee has been delegated authority pursuant to the terms of such plan or by the Board.

(f) Compensation Disclosure

The Committee should review and make a recommendation to the Board with respect to any disclosure related to executive compensation in any management information circular of the Company for any meeting of the shareholders of the Company, including any executive compensation disclosure required by Applicable Laws.

(g) Board Effectiveness

The Committee should annually assess the effectiveness of the Board as a whole, its committees and individual directors based upon:

- (i) for directors and committees, the mandate of the Board and the mandate of the applicable committee, respectively, and
- (ii) for individual directors, their respective position descriptions, if any, as well as the skills and competencies which such director is expected to bring to the Board.



(h) Nominations

The Committee should:

- (i) consider from time to time the desirable number of directors of the Company;
- (ii) identify and recommend to the Company and the Board, from time to time, proposed nominees to be directors of the Company, based upon the following considerations:
 - (A) the competencies and skills necessary for the Board as a whole to possess,
 - (B) the competencies and skills necessary for each individual director to possess,
 - (C) the competencies and skills which each new nominee to the Board is expected to bring, and
 - (D) whether each proposed nominee to the Board will be able to devote sufficient time and resources to the Company;
- (iii) consider from time to time a skills matrix for the Board, which should include the competencies and skills which each individual director possesses; and
- (iv) consider if a Lead Director of the Board (the “Lead Director”) is required or considered advisable by the Board, the Committee will recommend a candidate for the position of Lead Director from among the independent members of the Board.

(i) Committees

In consultation with the Chairman of the Board and the Lead Director, if any, the Committee should review the committees of the Board, the Chairs of such committees and the mandates of such committees and make such recommendations thereon to the Board as considered advisable.

(j) Other Responsibilities

- (i) The Committee should review and assess the adequacy of this mandate from time to time, and at least annually, and submit any proposed amendments to the Board for consideration. The Committee should review and assess the adequacy of any other mandate, position description, if any, code or policy of the Company as considered



advisable or as specifically requested by the Board.

(ii) The Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

5.0 CHAIR

The Chair should:

- (a) provide leadership to the Committee and oversee the functioning of the Committee;
- (b) chair meetings of the Committee (unless not present), including in camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
- (c) ensure that the Committee meets at least twice per financial year of the Company and otherwise as is considered advisable;
- (d) in consultation with the Chairman of the Board and the members of the Committee, establish dates for holding meetings of the Committee;
- (e) set the agenda for each meeting of the Committee with input from other members of the Committee, the Chairman of the Board, the Lead Director, if any, and any other appropriate individuals;
- (f) ensure that Committee materials are available to any director upon request;
- (g) act as a liaison, and maintain communication, with the Chairman of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- (h) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
- (i) in conjunction with the Chairman of the Board or the Lead Director, if any, provide leadership to ensure that the Board functions independently of the senior officers;
- (j) assist the members of the Committee to understand and comply with this mandate;
- (k) together with the Chairman of the Board and Lead Director, if any, assist the Board, the committees of the Board, individual directors and the senior officers in understanding and complying with the approach to corporate governance of the Company established



- by the Board from time to time;
- (l) foster ethical and responsible decision making by the Committee;
 - (m) together with the applicable committee of the Board, oversee the structure, composition and membership of, and activities delegated to, each committee of the Board (including the Committee) from time to time;
 - (n) ensure appropriate information is provided to the Committee by the senior officers of the Company to enable the Committee to function effectively and comply with this mandate;
 - (o) ensure that appropriate resources and expertise are available to the Committee;
 - (p) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws;
 - (q) facilitate effective communication between the members of the Committee and the senior officers of the Company;
 - (r) promote best practices and high standards of corporate governance;
 - (s) together with the Lead Director, if any, maintain and enhance the quality of the approach to corporate governance of the Company established by the Board from time to time;
 - (t) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Company to respond to any questions from shareholders that may be asked of the Committee;
 - (u) in the event a Chairman of the Board is not appointed by the Board at the first meeting of the Board following the annual meeting of shareholders each year, serve as the interim Chairman of the Board until a successor is appointed; and
 - (v) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

6.0 PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board.



7.0 ACCESS TO INFORMATION

The Committee shall be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees of the Company will be directed to cooperate as requested by members of the Committee.

8.0 APPROVAL

Approved by the Board on September 2, 2021.