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# **THE FLOWR CORPORATION**

## **Nominating and Corporate Governance Committee Charter**

## **I. Mandate**

The Nominating and Corporate Governance Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of The Flowr Corporation (the “**Corporation**”) in (i) identifying qualified individuals to serve as board members, including incumbent directors; (ii) recommending candidates for election or re-election, including persons to fill newly created director positions or Board vacancies; (iii) recommending directors for committee membership; (iv) leading the Board in its annual self-evaluation; (v) orienting and developing Board members; and (vi) developing and monitoring the Corporation’s corporate governance guidelines.

## **II. Composition**

The Committee shall consist of at least three directors, each of which must be “independent” within the meaning of all applicable Canadian and U.S. securities law and stock exchange requirements, subject to any exceptions permitted by all such requirements.

## **III. Responsibilities**

The Committee’s primary responsibilities are to assist the Board through:

- Recommendations to the Board concerning the individuals proposed for election or re-election as members of the Board. In doing so, the Committee will consider: (a) independence of candidates under the terms of National Policy 58-201 *Corporate Governance Guidelines* on corporate governance; (b) Rule 5605 of the NASDAQ Stock Market Rules; (c) the competencies, skills and personal characteristics sought in candidates; and (d) the availability of candidates.
- Advice for the Board in the best means to attract and identify qualified candidates for service on the Board.
- Examine the Board’s functioning and issue recommendations as to its obligations and role.
- Monitoring the composition of the Board and committees to determine whether it may be appropriate to add individuals with different backgrounds or skills in order to achieve the objectives of the Corporation and the Board.
- Reviewing the qualifications of, and making recommendations regarding, director nominations submitted to the Corporation by shareholders of the Corporation in accordance with the Corporation’s constating documents.
- Develop an orientation and continuing education policy for directors.
- Reviewing this Charter from time to time but no less frequently than annually and recommending any changes thereto to the Board.
- Reviewing annually the Corporation’s Code of Business Conduct and Ethics and recommending any proposed changes to the Board.

- Developing and conducting an annual self-evaluation process of the Board, its committees and individual directors.
- Undertaking such other responsibilities as may be delegated to the Committee by the Board from time to time.

#### **IV. Nomination and Appointment**

The Committee believes it is in the best interest of the Corporation and its shareholders to obtain highly-qualified candidates to serve as members of the Board. The Committee will consider such factors as it deems appropriate to assist in developing a Board comprised of experienced and seasoned members. These factors may include decision-making ability, judgment, personal integrity and reputation, experience with businesses and other organizations of comparable size, experience as an executive with a publicly traded company, and the extent to which the potential member would be a desirable addition to the Board.

#### **V. Meetings**

The Committee shall meet as often as it determines is appropriate, but not less frequently than annually, and report its actions and recommendations to the Board.

#### **VI. Resources and Authority**

The Committee will have appropriate resources and authority to discharge its responsibilities as required by law. The Committee shall have the authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms of any such firm and other advisors.

#### **VII. Amendment**

This Charter and any provision hereof may be amended or repealed by the Board. Any policies and procedures adopted or implemented from time to time by the Committee may be amended or repealed by the Committee.