

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

1. ROLE AND OBJECTIVE

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by and reports to the Board of Directors (the “**Board**”) of Harvest Health & Recreation Inc. (the “**Corporation**”). The Committee shall assist the Board in carrying out the responsibilities delegated by the Board relating to the Corporation’s director nominations process and procedures, developing and maintaining the Corporation’s corporate governance policies and any related matters required by applicable laws.

The Committee and its membership shall, to the best of their abilities, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Corporation’s shares are listed, British Columbia laws, and all applicable securities regulatory authorities.

2. COMPOSITION

- The Committee shall consist of two or more directors, all of whom shall qualify as “independent” (as such term is defined in National Policy 58-101 – *Corporate Governance Guidelines*, or as under other applicable securities laws and exchange requirements).
- Members of the Committee shall be appointed annually at a meeting of the Board, typically held immediately after the annual shareholders’ meeting. Each member shall serve until his/her successor is appointed unless he/she shall resign or be removed by the Board or he/she shall otherwise cease to be a director of the Corporation. Any member may be removed or replaced at any time by the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by a vote of a majority of the Board.
- The Chair of the Committee (the “**Chair**”) may be designated by the Board or, if it does not do so, the members of the Committee shall elect a chair by vote of a majority of the full Committee membership. The Chair of the Committee shall be an independent director (as described above).
- If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.
- The Chair presiding at any meeting shall not have a casting vote.
- The Committee shall appoint a secretary (the “**Secretary**”) who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee. This role is normally filled by the Secretary of the Corporation.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

3. MEETINGS

- The Committee shall meet at least semi-annually at the request of the Chair. In addition, a meeting may be called by any director.

- The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.
- A member of the Committee may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Any member of the Committee may participate in the meeting of the Committee by means of telephone conference 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.
- A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- 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.
- At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.
- The CEO is expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera executive session without the CEO, or any other member of management, being present.
- The Committee may by specific invitation have other resource persons in attendance, including such officers, directors and employees of the Corporation and its subsidiaries, and other persons as it may see fit.
- The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- Minutes of Committee meetings shall be sent to all Committee members for review in advance of approval by the Committee.
- The Chair of the Committee shall report periodically the Committee's findings, activities and recommendations to the Board.

4. RESOURCES AND AUTHORITY

- The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information with respect to the Corporation and its subsidiaries as it considers being necessary or advisable in order to perform its duties and responsibilities.
- The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and resources, as it deems advisable, at the expense of the Corporation.
- The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion (except with respect to compensation consultants, which authority shall be shared with the Compensation Committee), to retain and obtain the advice and assistance of outside counsel, an executive search firm, a compensation consultant and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm, the compensation consultant (together with the Compensation Committee) and any other advisors. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel, compensation consultant (together with the Compensation Committee) and any other advisors. The director search firm, outside counsel, executive search firm, compensation consultant and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.
- In engaging any outside compensation consultant, the Committee shall take into consideration factors relevant to the consultant's independence from management specified in Rule 10C-1(b)(4)(i)-(vi) under the U.S. Securities Exchange Act of 1934, as amended.

5. RESPONSIBILITIES

A. Chair

To carry out its oversight responsibilities, the Chair of the Committee shall undertake the following:

- provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- 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 findings, activities and any recommendations of the Committee;
- ensure that the Committee meets on a regular basis and at least twice per year;
- in consultation with the Committee members, establish a Committee calendar;
- establish the agenda for each meeting of the Committee, with input from other Committee members, and any other parties as applicable;
- ensure that Committee materials are available to any director on request;
- act as liaison and maintain communication with the Chair of the Board (or Lead Director, if an individual other than the Chair) and the Board to optimize and coordinate input from Board members,

and to optimize the effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;

- act as liaison and maintain communication with the Chair of the Compensation Committee to assist in its consideration of the relationship between the work of the Committee, corporate strategy and senior executive and director compensation;
- report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole;
- ensure that the members of the Committee understand and discharge their duties and obligations;
- foster ethical and responsible decision making by the Committee and its individual members;
- together with the Board, oversee the structure, composition, membership, charter and activities delegated to all Board Committees from time to time;
- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approve work to be done for the Committee by consultants;
- facilitate effective communication between members of the Committee and management;
- encourage Committee members to ask questions and express viewpoints during meetings;
- attend each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair; and
- perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

B. The Committee

To carry out its oversight responsibilities, the Committee shall undertake the following:

- determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”). Candidates are selected for, among other things, the mix of the directors’ skills and experience; an evaluation of whether the Board as a whole has the necessary tools to effectively perform its oversight function in a productive, collegial fashion; and an identification of qualifications and attributes that may be valuable in the future based on, among other things, the current directors’ skill sets, the Corporation’s strategic plans and anticipated director exits;
- identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria or criteria otherwise approved by the Board. The Committee shall consider any director candidates recommended by the Corporation’s shareholders pursuant to the procedures set forth in the Corporation’s Corporate Governance Guidelines. The Committee shall also consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Corporation’s charter documents;

- make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders, subject to approval by the Board;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, to review these principles at least once a year and to recommend any changes to the Board;
- oversee the Corporation's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Corporation's corporate governance framework, including its organizational documents;
- develop, subject to approval by the Board, a process for an annual evaluation of the Board, its leadership, and its committees and to oversee the conduct of this annual evaluation;
- review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually;
- if a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board;
- develop and oversee an onboarding program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary;
- together with the Board's Compensation Committee, review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary;
- develop and recommend to the Board for approval director independence standards in addition to those required by National Policy 58-101 – Corporate Governance Guidelines or other applicable securities laws;
- review and discuss with management disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in any of the Corporation's applicable securities filings;
- monitor compliance with the Corporation's Code of Business Conduct and Ethics (the "**Code**"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code, and to review the Code periodically and recommend any changes to the Board;
- review and resolve potential conflicts of interest involving directors and senior executives;
- develop and recommend to the Board for approval a Board Chair, CEO or other executive officer succession plan (the "**Succession Plan**"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for CEO or executive positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan;

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- periodically review the adequacy of the Corporation's directors' and officers' liability insurance coverage;
- review any director resignation letter tendered in accordance with the Corporation's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted;
- oversee the Corporation's and management's shareholder engagement efforts, periodically review the Corporation's engagement practices, and provide to senior management feedback and suggestions for improvement. The Committee and the Board should understand the Corporation's efforts to communicate with shareholders and receive regular briefings on such communications;
- review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval; and
- perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

Enacted May 14, 2020

As amended December 8, 2020