

CV Sciences, Inc.

Nominations and Corporate Governance Committee Charter

Purpose

The purpose of the Nominations and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become members of the Company’s Board of Directors (the “Board”) consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of corporate governance guidelines (the “Corporate Governance Guidelines”) and to oversee the evaluation of the Board.

Organization

The Committee shall be comprised of at least two directors. All members of the Committee shall meet the “independence” and other applicable requirements of the NASDAQ Stock Market. The Company’s Board shall appoint, and may replace, members of the Committee and the Committee’s chairperson (the “Chairman”).

Meetings, Procedures and Authority

The Committee shall meet at least twice annually and at such times as it deems appropriate to fulfill its responsibilities as outlined below.

Duties and Responsibilities

To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with or request assistance from management and, as appropriate, other Company employees. The Committee shall report regularly to the Board. The Committee will consider board candidates nominated by stockholders.

In carrying out its responsibilities, the Committee shall:

- Develop general criteria for the selection of and qualifications desirable in members of the Board, including, but not limited to the following: the candidate’s integrity, reputation, judgment, knowledge and experience, specifically in corporate governance and related legal and regulatory regimes, and ability to be cognizant of its civic and social responsibilities.
- Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- Review annually the qualifications, requirements, membership, structure and

performance of committees of the Board, including the Nominations and Governance Committee, and make recommendations to the Board regarding committee memberships and chairmanship and other matters, as appropriate

- In addition to the foregoing standards, the incumbent directors will be evaluated for re-nomination based on the following criteria:
 - Adequate preparation for Board and Committee meetings, including a thorough review of and familiarity with the written materials supplied before each meeting;
 - Participation in and contributions to Board and Committee discussions through useful and pertinent suggestions, questions, and comments which reflect an informed and independent viewpoint;
 - Providing ongoing advice and counsel to management on the director's own initiative and when requested by management of the company;
 - Regular attendance at Board and Committee meetings; and
 - Maintaining an independent familiarity with the external environments in which the company operates and especially in the director's own particular fields of expertise.
- Conduct a detailed background check on each candidate as well as conduct a preliminary interview of the candidate(s) and any third-parties able to provide substantive candidate information.
- Develop and recommend to the Board certain Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- Make recommendations to the Board regarding governance matters, including, but not limited to, the Company's articles of incorporation, bylaws, and the charters of the Company's other committees.
- Report regularly to the Board regarding the activities of the Committee.
- Periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.