

# **iANTHUS CAPITAL HOLDINGS, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **1. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of iAnthus Capital Holdings, Inc. (the “Company”).

The Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. The Committee may, at its sole discretion, engage director search firms and has the sole authority to approve the fees and other retention terms with respect to any such firms. The Committee also has the authority, as necessary and appropriate, to consult with other counsel and outside advisors to assist in its duties to the Company.

### **2. Composition**

The Committee shall consist of three or more Directors all of whom, in the judgment of the Board, shall be independent in accordance with applicable securities legislation and the policies of any stock exchange on which any of the Company’s capital stock is listed. In addition, the Company also aims to voluntarily abide by the New York Stock Exchange (NYSE) listing standards.

The Chair of the Committee shall be designated by the Board, provided that if the Board does not designate a Chair, the members of the Committee, by a majority vote, may designate a Chair.

The members of the Committee shall be elected by the Board, based on the recommendation of the Committee. Each member of the Committee shall serve for such term or terms as the Board may determine or until his or her earlier resignation, removal or death. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed as a member except by the Board.

### **3. Meetings**

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings.

### **4. Quorum**

A quorum at any meeting will be a simple majority of Committee members, provided that if the number of Committee members is an even number, one half of the number plus one shall constitute a quorum.

## 5. Roles and Responsibilities

The following responsibilities are within the authority of the Committee and shall include, consistent with and subject to applicable law and rules and regulations promulgated by applicable regulatory authority:

### 5.1 Director Candidates

- a) developing and recommending to the Board the criteria for Board membership, including those set forth in the Company's Corporate Governance Guidelines, as they may be amended from time to time;
- b) considering, recruiting and recommending candidates to fill new positions on the Board;
- c) reviewing candidates recommended by shareholders;
- d) conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; and
- e) recommending Director nominees for approval by the Board and election by the shareholders.

### 5.2 Corporate Governance

The Committee's additional functions include:

- a) to consider questions of possible conflicts of interest of Board members and of senior executives;
- b) to monitor and recommend the functions of the various committees of the Board;
- c) to recommend members and chairs of the committees;
- d) to consider and make recommendations concerning appropriate size and needs of the Board;
- e) to review periodically and advise on changes in Board compensation;
- f) to make recommendations on the structure of Board meetings;
- g) to consider matters of corporate governance and to review, at least annually, the Company's Corporate Governance Guidelines;
- h) to consider, and review periodically, Director qualification standards;
- i) to review, annually, the Company's policy regarding the adoption of a Shareholder Rights Plan;
- j) to establish and oversee compliance with Director retirement policies;
- k) to make recommendations with respect to director resignations;
- l) to review and approve transactions with any related persons, and provide a summary of such transactions, including their terms, structure and business purpose, and the Committee's approval decision to the Audit Committee;
- m) to review the functions of senior officers and to make recommendations on changes in those functions;
- n) to review the outside activities of senior executives;
- o) to review periodically with the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and to make recommendations to the Board with respect to the selection of individuals to occupy these positions;

- p) to oversee the annual self-evaluation of the Board and its committees;
- q) to prepare an annual performance evaluation of the Committee and annually evaluate the adequacy of its charter;
- r) to maintain an informed status on Company issues related to corporate social responsibility, sustainability, philanthropy, and the Company's participation and visibility as a global corporate citizen;
- s) to maintain an informed status on the Company's issues related to public policy, including political spending practices, through regular discussions and reviews, and the Company's lobbying priorities and activities through periodic reports from management;
- t) to monitor emerging issues potentially affecting the reputation of the cannabis industry and the Company;
- u) to engage independent counsel and other advisors (with the consent of the Chair of the Board) as it determines to be required in order to perform its duties;
- v) to access and review all records and corporate information that it determines to be required in order to perform its duties.