KOMO PLANT BASED FOODS CORP.

COMPENSATION AND GOVERNANCE CHARTER

Name

There shall be a committee of the board of directors of the Corporation (the "**Board**") of Komo Plant Based Foods Corp. ("**Komo**") known as the Compensation and Governance Committee (the "**Committee**").

General Purpose

The Committee has been established to assist the Board in: (i) assessing the effectiveness of the Board, each of its committees and individual directors; (ii) overseeing the recruitment and selection of candidates as directors of Komo; (iii) organizing an orientation and education program for new directors and coordinating continuing director development programs; (iv) considering and approving proposals by the directors to engage outside advisers on behalf of the Board as a whole or on behalf of the independent directors; (v) reviewing and making recommendations to the Board concerning any change in the number of directors composing the Board; (vi) administering any stock option or purchase plan of Komo or any other compensation incentive programs; (vii) assessing the performance of the officers and other members of the executive management team of Komo; (viii) reviewing and approving the compensation paid by Komo, if any, to consultants of Komo; and (ix) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable, if any, to the directors and officers of Komo.

Composition

The Committee membership shall be comprised of as many members as the Board shall determine, but in any event not fewer than three members. The Committee's composition shall

meet all independence, legal and regulatory requirements. The Board shall designate the chair (the "**Chair**") of the Committee and in so doing shall consider the recommendation of the Committee. Each member shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board, following consultation with the Committee, may fill a vacancy at any time.

Committee Meetings

The Chair, following consultation with Committee members, shall determine the schedule and frequency of the Committee meetings provided that the Committee shall meet a minimum of twice a year, including once prior to the Board meeting to approve the disclosure regarding executive compensation contained in the management information circular for Komo's annual meeting of shareholders of Komo. Additional meetings will be scheduled as required in response to specific circumstances. The Chair shall develop and set the Committee's agenda in consultation with members of the Committee, the Board and management. An agenda for each meeting will be disseminated to Committee members as far in advance of each meeting as is practicable. Materials for the meeting shall be delivered sufficiently in advance of the meeting as is reasonable in the circumstances. Materials for the meeting shall be delivered sufficiently in advance of the meeting as is reasonable in the circumstances. The quorum for a meeting of the Committee shall be a majority of its members, provided that one of those present is the Chair.

Responsibilities

The Committee is mandated to carry out the following responsibilities:

Board Composition.

The Committee shall review with the Board on an annual basis the current composition of the Board with a view to ensuring that the members of the Board have the independence, expertise, experience, personal qualities and ability to make the necessary time commitment to Komo in light of the opportunities and risks facing Komo.

Nominations to the Board of Directors.

The Committee shall propose to the Board nominees they believe to be qualified to be directors and, in doing so, shall consider both the opportunities and risks facing Komo and the independence, expertise, experience, personal qualities and ability to make the necessary time commitment of a proposed nominee in order to add value to Komo.

Committee Memberships.

The Committee shall identify and recommend to the Board the names of directors to serve as members of the audit committee of Komo and such other committees as may exist from time to time, as well as the Committee itself. In

addition, the Committee shall recommend to the Board a member of each of the aforementioned committees to serve as chair of the applicable committee. The Committee shall identify names of directors to fill vacancies on committees.

Effectiveness of the Board.

The Board shall be responsible for developing and implementing a program for assessing the effectiveness of the individual directors, the Board and its committees, including considering the experience and expertise of members against the needs of each committee and the Board. The Committee shall conduct an annual evaluation of the Board's effectiveness and shall report the results of the evaluation to the chair of the Board and the Board.

Directors' Compensation.

The Committee shall consider the form and amount of compensation for directors and the chair of the Board, if one has been appointed, and in the Committee's discretion, recommend any changes to the Board for consideration. The Committee shall periodically review such compensation, taking into consideration such factors as time commitment, compensation at comparable public corporations and responsibilities to ensure such compensation is reasonable, competitive, aligns the interests of directors with those of shareholders and is consistent with the time commitment, risks and responsibilities involved in being an effective director.

Compensation Disclosure

The Committee shall review the disclosure regarding executive compensation to be contained in the management information circular for Komo's annual meeting of shareholders of Komo before it is publicly released.

Orientation and Education

The Committee shall cause to be provided an orientation and education program to new Board members and continuing education as necessary.

Approval of Independent Advice for Directors

The Committee shall consider and approve, if appropriate, requests by individual directors to engage external special advisors and approve the necessary funding to compensate such advisors.

Executive Compensation

The Committee shall:

Establish and administer policies with respect to the compensation of executive officers of Komo.

Ensure compensation policies and practices for the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives:

- properly reflect their respective duties and responsibilities;
- are competitive in attracting, retaining and motivating people of the highest quality;
- align the interests of the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives with shareholders and Komo as a whole;
- are based on established corporate and individual performance objectives;
- are clearly distinguishable between each other, that is, the structure of non-executive directors' compensation should be distinguishable from that of executive directors and senior executives; and
- do not encourage the taking of inappropriate or excessive risks;

Review compensation levels annually for the executive officers of Komo (giving consideration to third party competitive data, information from independent consultants and the responsibilities and time commitments of each position), and in the Committee's discretion, recommend any changes to the Board for consideration, including:

- base salaries and salary ranges for executive officers;
- any and all bonus and benefit schemes;
- any and all special arrangements including automobile allowances, perquisites and any termination provisions in respect to change of control of Komo;
- any and all deferred or other compensation;
- any and all stock options and other equity-based compensation; and
- any and all incidental benefits.

Review, and oversee the administration by management of, Komo's general compensation and benefit programs and assess the extent to which the programs are meeting their intended objectives.

Review and approve the corporate goals and objectives relevant to the compensation of the CEO annually and in the context of Komo's strategic plan. Evaluate the performance of the CEO in light of those goals and objectives and set the compensation level of the CEO based on this evaluation.

Assess the performance of the CEO and determine the appropriate level of performance compensation (bonus). Bonuses will be awarded on the basis of achievement of specific current year financial and operating targets set by the Board including, without limitation, relative shareholder return as well as achievement of the objectives outlined in the strategic plan.

Review annually the objectives set by the CEO for executive officers in the context of Komo's strategic plan and, in concert with the CEO, review the performance assessment of individual executive officers and determine their levels of performance compensation and targets.

Administer the incentive stock option plan and other equity based compensation plans and make recommendations to the Board with respect to the granting of options thereunder.

Prepare disclosure with respect to executive compensation for inclusion in the annual management information circular.

The Committee shall review and, where appropriate, make recommendations to the Board regarding all new employment, consulting, retirement and severance agreements and arrangements proposed for Komo's senior management. The Committee shall periodically evaluate existing agreements with Komo's senior management for continuing appropriateness.

Organization Structure and Succession Planning

The CEO has the responsibility for the organizational structure of Komo and its management team and to present to the Committee an assessment of its effectiveness and any proposed changes of a significant or strategic nature. The Committee shall:

Monitor and report to the Board on the organizational structure of Komo's management, including an assessment of the effectiveness of the structure and any organizational changes proposed by the CEO.

Monitor management's succession plan for the CEO and other senior management and periodically report to the Board with recommendations on succession planning issues.

Review of Policies

The Committee shall review on a periodic basis and approve Komo's strategic corporate policies and material amendments thereto, including Komo's Corporate Governance Guidelines and any other relevant policies associated with ensuring an effective system of corporate governance.

Report to Board

The Committee shall report to the Board at each Board meeting on the Committee's activities since the last Board meeting and make available to the Board the minutes of its meetings.

Investigations

The Committee shall direct and supervise the investigation into any matter brought to its attention within the scope of the Committee’s duties.

Other

The Committee shall perform any other activities consistent with this Charter, Komo's articles or as delegated by the Board from time to time.

Resources

The Committee shall have the sole authority to retain (or to terminate) consultants or advisors to assist the Committee in carrying out its responsibilities. The Committee shall be provided with the necessary funding to compensate any consultants or advisors retained by the Committee.

The Committee shall have full access to Komo's books, records, facilities and personnel.

Review of Mandate

The mandate of the Committee may be reviewed periodically by the Board and modified if necessary.

Delegation of Authority

The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

Limitation on the Oversight Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board of Directors are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside Komo from whom he or she receives information and the accuracy of the information provided to Komo by such persons or organizations.

Dated:	June 4, 2021
Approved by:	Board of Directors