



true leaf

**TRUE LEAF MEDICINE INTERNATIONAL LTD.
CORPORATE GOVERNANCE AND COMPENSATION
COMMITTEE CHARTER**

Adopted: December 7, 2018

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Definitions

“Board”	means the board of directors of True Leaf
“Consultants”	means independent contractors (who are engaged in an employee-like capacity) of the Company or any of its subsidiaries
“Directors”	means directors of True Leaf
“Corporate Governance and Compensation Committee” or “the Committee”	means a committee formed by Directors of True Leaf to assist the Board with complying with corporate governance requirements, assist the Board with recommendations for new directors, and recommend to the Board all items related to Board and management compensation.
“Exchange”	Means the Canadian Securities Exchange or such other securities exchange True Leaf’s common shares may be listed
“Officers”	means officers of True Leaf or any of its subsidiaries
“Management”	means the President, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Marketing Officer, and any other such officer position of the Company that True Leaf determines to be a senior position
“Stock Option Plan”	means the incentive stock option plan adopted by True Leaf, including any amendments thereof

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Corporate Governance and Compensation Committee Charter

Purpose of the Committee

The purpose of the Corporate Governance and Compensation Committee is to:

- develop, recommend, and maintain corporate governance guidelines to the Board and Management;
- monitor corporate governance compliance;
- advise and recommend to the Board appropriate candidates to serve as Directors for the next annual general meeting;
- the oversight of compensation and evaluation of the Board;
- the oversight of compensation and evaluation of the Management;
- the oversight and annual evaluation of the Board and committees and
- the oversight and administration of the Stock Option Plan.

Organization of the Committee

The organization of the Committee will be as follows:

- the Committee shall be composed of at least three Board members, a majority of whom shall be independent;
- each Committee member shall be appointed by the Board annually to a one-year term by a majority vote of the Board and may be removed at any time by the Board in its sole discretion;
- each Committee member shall serve until he or she resigns, is removed by the Board, and/or until his or her successor is appointed;
- the Board shall designate a chair person to the Committee, in the event a chair is not designated, the Committee may select a chair person by majority vote of the members;
- the chair person of the Committee set the agenda for each meeting and conduct the proceedings of each meeting; and
- the organization of the Committee will be subject to the policies and rules of the Exchange.

Authority and Responsibilities of the Committee

Corporate Governance

The Committee shall:

- prepare and recommend to the Board a set of corporate governance guidelines applicable to True Leaf;
- annually review and evaluate the adequacy of such guidelines and recommend to the Board any changes deemed appropriate by the Committee; and
- perform any other activities consistent with this Charter, True Leaf's Articles, and statute, regulation and exchange policy, as the Committee or Board deems appropriate.

Director Nomination

The Committee shall:

- identify individuals qualified to become members of the Board, which shall be consistent with the Board's criteria for selecting new directors. Such criteria include consideration of the individual's background, diversity, attributes, age, skills, and experience so as to enhance the Board's ability to manage and direct the affairs and business of True Leaf, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by statute, regulation, or Exchange policy;
- conduct a review in respect of the individuals it wishes to recommend to the Board as director nominees and recommend that the Board select the director nominees for the next annual general meeting of the shareholders;
- review the suitability for continued service as a director of each Board member when his or her term expires or when he or she has a significant change in status, including, but not limited to an employment change and recommend whether or not the director should be re-nominated to the Board or continue as a director; and
- recommend to the Board whether to accept or reject a director's resignation, or whether other actions should be taken, where an incumbent director fails to receive adequate votes at an annual meeting of shareholders, as specified by and in accordance with True Leaf's Articles and corporate governance guidelines.

Evaluation and Compensation of the Board

The Committee shall:

- annually review and approve retainer and meeting fees for the Board;
- review all direct and indirect compensation to the Board; and
- annually evaluate the Board's performance and effectiveness.

Evaluation and Compensation of Management

The Committee shall, on an annual basis:

- review, determine, and approve the amount and form of compensation to be paid or awarded to the CEO, the CEO may not be present for discussions regarding his or her compensation;
- review, determine, and approve the amount and form of compensation to be paid or awarded to all other Management and Officers of True Leaf in consultation with the CEO of True Leaf;
- establish goals and milestones for the Management relevant to the determined compensation; and
- evaluate the performance of the Management against the goals and milestones set for each individual the prior year.

Evaluation of the Board and all Committees

The Committee shall:

- annually review the Board size and composition and provide any recommendations necessary to ensure True Leaf is complying with statutory and regulatory requirements;
- review and recommend to the Board changes to True Leaf's committees with respect to size, composition, creation or elimination of committees, committee responsibilities and task, and required changes;
- recommend to the Board which directors should fill vacancies on True Leaf's committees as vacancies arise;
- make recommendations to the Board regarding True Leaf procedures, policies, and guidelines as necessary;
- review this Charter annually and recommend any changes deemed appropriate to the Board; and
- review its own performance annually.

Stock Option Plan

The Committee shall:

- periodically review and make recommendations to the Board with respect to the adoption and approval of, or amendments to the Stock Option Plan; and
- administer and interpret the Stock Option Plan, including making grants of awards thereunder and setting the terms and conditions, including performance conditions, of such awards.

Meetings of the Committee

The Committee shall:

- meet twice a year to review and provide recommendations to the Board on all items under the authority and responsibility of the Committee;
- keep written minutes of its meetings which shall be placed for filing in True Leaf's minute book at the registered and records office;
- request the attendance of any Director, Officer or Management member at its meetings to provide necessary information; and
- ensure that an agenda of each meeting is circulated to the members in advance of any meeting.

Resources of the Committee

The Committee may retain and terminate, as it deems necessary, any professional, legal counsel, or other advisor (each, and "**Advisor**") to advise the Committee as required to ensure the Committee is fulfilling its responsibilities to the Board and True Leaf. The Committee has the authority to approve the fees and scope of any Advisor it retains.