

GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE CHARTER

The Governance, Nominating and Compensation Committee (for the purposes of this section, the “Committee”) of the board of directors (the “Board”) of Delta 9 Cannabis Inc. (the “Company”) will carry out the procedures, responsibilities and duties set out below, with an aim of: (i) developing and maintaining adherence to superior corporate governance standards and standards of corporate social responsibility, and thereby promoting the public’s confidence in the Company; and (ii) promoting fair and competitive compensation of the Board and executive officers of the Company (the “Senior Executives”) and other employees of the Company, and the proper and efficient utilization of human resources throughout the Company.

PURPOSE

1. The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to:
 - (i) development of, and compliance with, corporate governance policies and procedures;
 - (ii) recommending candidates for election to the Board and its committees;
 - (iii) assessing the management, development and effective performance of the Board, its committees, and its mandate and charter, and orientation, education and development of members of the Board;
 - (iv) development of, and overseeing policies and practices related to corporate social responsibility;
 - (v) compensation, development and retention of employees;
 - (vi) succession planning for Senior Executives; and
 - (vii) general compensation and human resource policies and issues.

RESPONSIBILITIES AND DUTIES

General

2. The Committee shall perform the duties as set out in this charter, as well as such other duties as may be appropriate under governing law and stock exchange rules and guidelines as promulgated by legislative and regulatory bodies, or as may be delegated to the Committee by the Board from time to time.

Policies and Procedures

3. The Committee shall recommend to the Board the establishment and maintenance of the policies and procedures intended to provide the Company with appropriate standards of

corporate governance and standards of corporate social responsibility, and in particular, shall:

- (i) review written corporate governance standards for distribution to each Board member;
- (ii) oversee systems that are in place to verify compliance with corporate governance, disclosure and other related regulatory requirements;
- (iii) monitor best practices for corporate governance and annually review the Company's governance practices with a view to maintaining high standards;
- (iv) review, discuss with management and make recommendations to the Board in respect of corporate social responsibility and sustainability matters, including, but not limited to, environmental, social and governance factors and their integration into the Company's business strategy and decision making; and
- (v) review and discuss with management the Company's reporting and disclosure on corporate social responsibility and sustainability matters.

Directors

- 4. The Committee shall establish and annually review criteria for Board and Committee membership, including factors affecting the retirement, vacancy or termination of Board membership, and make appropriate recommendations to the Board.
- 5. The Committee shall annually identify and recommend to the Board nominees for membership on the Board at the annual meeting of the Company's shareholders. In this regard, the Committee shall establish, maintain and annually review a procedure in preparing of nominees, which procedure shall provide for the canvassing of current Board members for candidate suggestions, a selection and/or screening process and a procedure for approaching prospective candidates.

Management and the Board

- 6. The Committee shall establish a procedure by which it annually reviews the performance of the Chair of the Board.
- 7. The Committee shall continually review any issues relating to corporate governance that are identified by the Board or any of its Committees and facilitate the appropriate communication to management.
- 8. From time to time, the Committee shall review the relationship between management and the Board, promoting the maintenance of integrity and continuity of its operations.

Board and Committee Assessment

9. The Committee shall annually review the size, composition, charter and membership of the Board and each Board committee including its own mandate, membership and performance, evaluating the effectiveness of the Board as a whole, its committees and the contribution of individual members. In this regard, the Committee shall annually provide a report to the Board detailing its findings.
10. Annually, the Committee shall recommend the appointment of Board committee chairs having regard to the attributes of independence, competence, dedication and leadership skills essential to effective chair.
11. The Chair of the Board has primary responsibility for addressing the concerns of Board members. From time to time, as necessary, the Committee shall also make itself available as a forum for receiving comments from, and discussing any issues with, individual members of the Board.

Orientation and Education

12. The Committee shall annually review and recommend to the Board:
 - (i) an orientation process for new members of the Board; and
 - (ii) continuing education and development for incumbent members of the Board, including specific education for members of each committee, if necessary.
13. The Committee may request that all members of the Board annually participate in a continuing education event addressing current developments and best practices in corporate governance.

Publications and Other Material

14. The Committee shall review and recommend to the Board any revisions to the code of business conduct and ethics of the Company, as necessary. The Committee shall oversee the documentation and procedures implemented by the Company to promote compliance with any code of business conduct and ethics or similar policy of the Company by employees and senior officers of the Company.
15. The Committee shall review and recommend to the Board any revisions and additions to the corporate governance documents of the Company, as presented to the Committee, and may approve revisions to this charter as it deems appropriate.

Compensation of Directors

16. The Committee shall review and provide recommendations with respect to the remuneration of members of the Board, with an objective that the compensation realistically reflects the responsibilities and risk involved in being an effective director.

17. In conducting its annual review of Board member compensation, the Committee shall also review the Company's general compensation policies and practices relating to directors and promote compliance with all applicable laws and regulations, particularly those requirements imposed by securities regulators.

Compensation of Senior Executives

18. The Committee shall annually review, and recommend to the Board the compensation of the Senior Executives, addressing:
 - (i) base salary;
 - (ii) annual incentives;
 - (iii) long term incentives, including any performance share units ("**PSUs**") or restricted share units ("**RSUs**") issued pursuant to the amended and restated performance and restricted share unit plan of the Company or incentive stock options ("**Options**") issued pursuant to the amended and restated stock option plan of the Company; and
 - (iv) any other form of compensation.
19. The Committee shall review and recommend to the Board the granting and issuance of any Options, PSUs, RSUs or other security-based compensation for the Senior Executives on an annual basis.
20. From time to time, as needed, the Committee shall review and consider any agreements, including those addressing indebtedness, retirement, termination of employment or other special circumstances, as appropriate, between the Company and the Senior Executives.

Compensation, Development and Retention of Employees

21. The Committee shall annually oversee the development of, or amendments to the Company's compensation policies, procedures and budgets for all employees.
22. The Committee shall review all significant mandates for the negotiation of collective bargaining agreements or other labor contracts with employees represented by unions or employee associations, if any.

Succession Planning

23. The Committee together with the Board shall review the Company's succession plans for Senior Executive positions, including the processes to identify, develop and retain the talent of outstanding executives.
24. The Committee together with the Board shall annually review the Company's activities in promoting talent development across the organization. The Committee and Board may review employee engagement results as appropriate to ensure alignment of its people processes, programs, and practices with its strategy and business objectives.

Compensation Risk Management

25. The Committee shall consider, and recommend policies to address, the implications of the potential risks associated with the Company's compensation policies and programs.
26. The Committee shall review the design, approval and governance of material incentive programs to ensure they do not encourage excessive risk taking, and reviews the implications of key enterprise risks, including human resource risks, on compensation design and human resource practices.

MEMBERSHIP

27. The Committee shall consist of not less than three directors.
28. Members of the Committee shall have skills and experience in matters relating to executive compensation, risk management, human resources, or talent.
29. The Board will annually appoint the members of the Committee.
30. The members of the Committee will serve at the pleasure of the Board and may be removed or replaced at any time, with or without cause, by a majority vote of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by appointment of the Board as soon as is reasonably possible following the vacancy.

MEETINGS

Timing

31. The Committee shall meet at least two times in each fiscal year. Additional meetings may be called at the direction of the Board, the Chairperson of the Committee or as the Committee deems necessary to carry out its functions and duties effectively.
32. The Committee shall review and prepare a calendar detailing the dates, times and locations of Committee meetings for the following twelve calendar months (the "**Scheduled Meetings**").

33. In the event of any revisions to the Scheduled Meetings, or Committee meetings called in addition thereto, notice must be given orally, in writing, or by email to each member of the Committee at least 48 hours prior to the time fixed for such meeting, unless all Committee members waive this right.
34. The Chairperson of the Committee shall be involved in the preparation of an agenda for each Committee meeting, and forward such agenda to the Committee at a time reasonably in advance of the meeting.

Attendance

35. The Chairperson of the Committee shall preside at Committee meetings. In the absence of the Chairperson, an alternate may be elected by the Committee to preside at a meeting.
36. The secretary of the Company (the “**Secretary**”) or a person delegated by the Secretary, will be the secretary to the Committee and will be responsible for recording the minutes of each Committee meeting. Copies of the minutes will be forwarded to all Committee members in a timely manner, and the originals will be organized and maintained at the Company’s head office.
37. The Committee may invite to its meetings other members of the Board, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Procedure

38. All Committee meetings shall be conducted in accordance with the articles and the by-laws of the Company. No business of the Committee may be transacted except at a meeting of the members at which a quorum of the Committee is present (in person or by means of telephone conference) or by a resolution in writing signed by all of the Committee members. A majority of the members of the Committee constitutes a quorum.
39. The Committee shall schedule in camera meetings to take place either before or after each Committee meeting.

AUTHORITY

40. This charter gives the Committee the authority to carry out the responsibilities described in this charter, and any other responsibilities that the Committee deems necessary to fulfill its obligations and assist the Board in meeting its responsibilities and obligations.
41. As appropriate, the Committee may retain independent advisors to help it carry out its responsibilities, including fixing such advisors’ fees and retention terms, subject to advising the Chairperson of the Board.

REPORTS

42. The Chairperson of the Committee shall report to the Board regularly regarding its deliberations. The Committee shall make such recommendations to the Board as it may deem appropriate and has such decision-making authority as the Board may determine from time to time.
43. The Committee shall review and recommend to the Board the disclosure relating to director and executive compensation to be included in the annual management information circulars of the Company, as well as any other such reports relating to the activities of the Committee as may be required by the Company, the Board or the Committee.

MISCELLANEOUS

44. The Committee shall conduct an annual review and assessment of its performance, including a review of its compliance with this charter. In conducting its review, the Committee shall take into account all applicable legislative and regulatory requirements, and any guidelines recommended by regulators or stock exchanges with which the Company has a reporting relationship. The Committee may approve revisions to this charter, with guidance from the Chairperson of the Committee when appropriate.
45. Nothing contained in this charter is intended to assign to the Committee the Board's responsibility to ensure the Company's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements to the members of the Committee.