

GREENLANE RENEWABLES INC.
(the “Company”)

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Adopted by the Board on July 25, 2019)

Objectives

The Corporate Governance and Nominating Committee will assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities for:

1. corporate governance principles,
2. performance reviews of the Board, committees and directors,
3. nominations to the Board, and
4. structure and composition of Board committees.

Membership

The Board shall appoint annually from among its members a Corporate Governance and Nominating Committee to hold office for the ensuing year or until their successors are elected or appointed. The Corporate Governance and Nominating Committee shall be composed of at least three directors, and not more than four directors, a majority of whom shall be “independent” (as such term is defined in National Instrument 52-110 – *Audit Committees*).

The Board may from time to time designate one of the members of the Corporate Governance and Nominating Committee to be the Corporate Governance and Nominating Committee Chair and, unless otherwise determined by the Board, the Secretary of the Company shall be the Secretary of the Corporate Governance and Nominating Committee.

Meetings and Participation

The Corporate Governance and Nominating Committee shall meet from time to time as circumstances dictate, but no less than twice annually. The Chair or any two members of the Corporate Governance and Nominating Committee may call a meeting of the Corporate Governance and Nominating Committee. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. The agenda will be set by the Corporate Governance and Nominating Committee Chair.

The Company’s Chief Executive Officer shall act as management liaison with the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee may invite such officers, directors and employees of the Company as it may see fit from time to time to attend meetings of the Corporate Governance and Nominating Committee and assist in the discussion of the Corporate Governance and Nominating Committee.

No business may be transacted by the Corporate Governance and Nominating Committee except at a meeting of its members at which a quorum of the Corporate Governance and Nominating Committee is present. A quorum for meetings of the Corporate Governance and Nominating Committee is a majority of its members.

The Corporate Governance and Nominating Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be approved by Corporate Governance and Nominating Committee members and available as soon as possible to the Board.

Duties, Powers, and Responsibilities

In discharging its responsibilities, the Corporate Governance and Nominating Committee shall:

(a) Corporate Governance Principles

- Recommend to the Board corporate governance principles addressing, among other matters, the size, composition and responsibilities of the Board and its committees, which shall be reviewed not less frequently than annually by the Corporate Governance and Nominating Committee.
- Recommend changes to the corporate governance principles to the Board as it considers appropriate.

(b) Performance Reviews of the Board, Committees and Directors

- Evaluate the performance of the Board on an annual basis.
- Solicit comments from all directors and report annually to the Board on its assessment of the Board's performance.
- Evaluate the performance of individual directors and committees of the Board on a periodic basis.

(c) Nominations to the Board

- Establish criteria for selecting new directors which shall reflect, among other facets, a candidate's integrity and business ethics, strength of character, judgment, experience and independence, as well as factors relating to the composition of the Board, including its size and structure, the relative strengths and experience of current Board members and principles of diversity.
- Consider and recruit candidates to fill new positions on the Board.
- Review any candidate recommended by the shareholders of the Company.

- Be responsible for conducting appropriate inquiries to establish a candidate's compliance with the independence and other qualification requirements established by the Corporate Governance and Nominating Committee.
- Assess the contributions of current directors in connection with the annual recommendation of a slate of nominees and at that time review the criteria for Board candidates in the context of the evaluation process and other perceived needs of the Board.
- Recommend the director nominees for election by the shareholders.

(d) Structure and Composition of Board Committees

- Advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for the rotation of members among committees of the Board.

(e) Other Responsibilities and Matters

- Report, through the Chair of the Corporate Governance and Nominating Committee, to the Board following meetings of the Corporate Governance and Nominating Committee.
- Review annually the adequacy of this Charter and confirm that all responsibilities have been carried out.
- Evaluate the Corporate Governance and Nominating Committee's and individual member's performance on a regular basis and report annually to the Board the result of its annual self-assessment.
- Review material employee complaints with management related to employment matters that could lead to litigation.

Authority

The Corporate Governance and Nominating Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors employed by the Corporate Governance and Nominating Committee at the cost of the Company without obtaining Board approval, based on its sole judgment and discretion. In discharging its responsibilities, the Corporate Governance and Nominating Committee shall have full access to any relevant records of the Company.