

ECOSYNTHETIX INC.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

The corporate governance and nominating committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of EcoSynthetix Inc. (the “**Corporation**”). The primary purpose of the Committee is to assist the Board in connection with Board nomination matters and corporate governance practices.

2. COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more Directors as determined by the Board, each of whom shall be “independent” within the meaning of section 1.4 of National Instrument 52-110 - *Audit Committees*, as may be amended from time to time.

The members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board, and serve at the pleasure of the Board for one year or until their successors are duly appointed. Unless a chairman of the Committee (the “**Chair**”) is elected by the Board, the members of the Committee may designate a Chair by a majority vote of the full membership of the Committee. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.

The Committee shall meet at least annually, or more frequently as circumstances dictate or as may be required by applicable legal or stock exchange requirements. The Committee may ask members of management of the Corporation or others to attend meetings or to provide information as necessary.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.

Meetings of the Committee shall be held from time to time as the Committee or the Chair shall determine upon 48 hours notice to each of its members. The notice period may be waived by unanimous resolution of the Committee.

The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary.

All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

3. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall be the following:

Governance Responsibilities

- a. annually review and revise this Charter as necessary with the approval of the Board.
- b. review on a periodic basis, the size and composition of the Board and review the Directors' relationships with regard to potential conflicts of interest and to determine the independence of the members of the Board. The Committee will be responsible for ensuring that an appropriate number of independent directors sit on the Board and that each director completes an annual questionnaire disclosing the particulars of their external affiliations, business relationships and any potential conflicts of interest which could impact the directors' independence.
- c. develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration: (i) the independence of each director; (ii) the competencies and skills the Board, as a whole, should possess; (iii) the current strengths, skills and experience represented by each director, as well as personalities and other qualities as they affect Board dynamics; (iv) retirement dates; (v) the appropriate size of the Board to facilitate effective decision making; and (vi) the strategic direction of the Corporation.
- d. develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans.
- e. develop and implement a process to handle any nominees for director who are recommended by security holders.
- f. facilitate the independent functioning of, and maintain an effective relationship between, the Board and management of the Corporation.
- g. assess the effectiveness of the Chair's agenda and the quality of the engagement of the Board.
- h. annually review performance and qualification of existing directors in connection with their re-election.
- i. evaluate, at least annually, the effectiveness of the Board as a whole, committees of the Board and the contribution of individual directors, including making recommendations where appropriate that a sitting Director be removed or not re-appointed.
- j. review periodically the Board and committee charters.

- k. annually review the Company's directors' and officers' third-party liability insurance to ensure adequacy of coverage.
- l. review with the Board the Committee's judgment as to the quality of the Corporation's governance and suggest changes to the Corporation's governance practices as determined appropriate. Annually compare the Corporation's corporate governance practices against those recommended or required by any applicable regulator or stock exchange. Ensure the Corporation meets all requirements, and where the Corporation's practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Corporation.
- m. ensure that disclosure and securities compliance policies, including communications policies, are in place.
- n. review and recommend requests by directors to hire any outside consultants.
- o. together with the Board, provide orientation to new directors and continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

Nominating Responsibilities

- a. establish qualifications for directors and procedures for identifying possible nominees who meet these criteria.
- b. establish procedures and approve an appropriate orientation and education program for new members of the Board.
- c. analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs and in doing so, identify and recommend to the Board new nominees as directors of the Corporation, based upon the following considerations:
 - i. the competencies and skills necessary for the Board as a whole to possess;
 - ii. the competencies and skills necessary for each individual director to possess;
 - iii. competencies and skills which each new nominee to the Board is expected to bring; and
 - iv. whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Corporation.

Other Responsibilities

- a. the Committee shall inquire of management about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
- b. the Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.
- c. the Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

4. REPORTING

The Committee is responsible for reviewing and submitting to the Board, as a whole, recommendations concerning the Corporation's corporate governance performance and processes.

5. AUTHORITY

The Committee shall have the authority to:

- a. engage executive search consultants, independent counsel and other advisors as it determines necessary to carry out its duties; and
- b. set and pay the compensation for advisors employed by the Committee.

Dated: December 18, 2012, as amended May 9, 2016.

Schedule "A"

ECOSYNTHETIX INC.

Position Description for the Chairman of the Corporate Governance and Nominating Committee

I. Purpose

The Chairman of the corporate governance and nominating committee (the "**Committee**") of the board of directors (the "**Board**") shall be an independent director who is elected by the Board to act as the leader of the Committee in, among other things, assessing the effectiveness of the Board and the Corporation's governance.

II. Who may be Chairman

The Chairman will be selected amongst the independent directors of the Corporation who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Committee.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

III. Responsibilities

The following are the primary responsibilities of the Chairman:

- Chairing all meetings of the Committee in a manner that promotes meaningful discussion.
- Ensuring adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually.
- Providing leadership to the Committee to enhance the Committee's effectiveness, including:
 - Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management;
 - Providing the information to the Board relative to the Committee's issues and initiatives and reviewing and submitting to the Board recommendations concerning the Corporation's corporate governance performance and processes;
 - Ensuring that the Committee works as a cohesive team with open communication;

- Ensuring that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;
 - Ensuring that a process is in place by which complaints with respect to the Company's Code of Business Conduct and Ethics, and the Company's Whistleblower Policy are handled in a confidential and effective manner;
 - Ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually;
 - Ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board is assessed at least annually; and
 - Ensuring procedures are established to orient and educate new directors.
- Managing the Committee, including:
 - Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - Preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
 - Ensuring meetings are appropriate in terms of frequency, length and content;
 - Ensuring the Corporation's adherence to its corporate governance principles and guidelines; and
 - Annually reviewing with the Committee its own performance.