

CUBICFARM SYSTEMS CORP.
(the “Company”)

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER**

I. RESPONSIBILITIES

The Nominating and Corporate Governance Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of CubicFarm Systems Corp. (the “**Company**”), to which the Board delegates its responsibilities to monitor the Company’s corporate governance and nomination matters.

The Committee has the general mandate to: (i) consider and assess all issues that may affect the Company in the areas of corporate governance and nomination generally; (ii) recommend actions or measures to the Board to be taken in connection with corporate governance and nomination; and (iii) monitor the implementation and administration of such actions or measures, or of corporate policies and guidelines adopted by regulatory authorities or the Board with respect to corporate governance and nomination.

II. MEMBERSHIP, MEETINGS AND QUORUM

The Committee shall consist of a minimum of three (3) directors appointed by the Board on the recommendation of the Committee. The Committee shall be composed of a majority of independent directors and Committee members shall satisfy, as applicable, independence, experience and other requirements required or recommended by applicable laws and regulations including rules and guidelines of stock exchanges to which the Company is subject.

The Committee shall meet as often as required, but not less frequently than once a year. The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The quorum at any meeting of the Committee is a majority of members of the Committee in office.

III. STRUCTURE AND OPERATIONS

Proceedings and meetings of the Committee are governed by the provisions of the Company’s articles relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and the other provisions adopted by the Board in regards to committee composition and organization.

IV. SPECIFIC DUTIES

The following are the duties and responsibilities of the Committee:

Policies and Corporate Structure

- (a) review and make recommendations to the Board on: (i) the Company's policies with respect to corporate governance and nomination matters; (ii) the adoption, if need be, of new corporate governance or nomination policies, practices, rules and procedures; and (iii) the general policies submitted by the Company's management in connection with corporate governance or nominations;
- (b) review annually the Board's relationship with management and recommend to the Board, where necessary, limits on management's authority to act without explicit Board approval;
- (c) review periodically the effectiveness of the Company's overall management organization structure;

Board, Committees and Directors

- (d) review and make recommendations to the Board on the appointment of the Chair of the Board, as well as on the description of its responsibilities;
- (e) review annually and make recommendations to the Board on the guidelines for Board and committee composition, such as size and percentage of independent directors;
- (f) review and make recommendations to the Board on the appointment of the Chair of each Committee of the Board, as well as on the description of responsibilities of the Chair of each Committee of the Board;
- (g) review annually the competencies and skills the Board, as a whole, should possess and the skills, areas of expertise, background, independence and qualifications of Board members and make recommendations to the Board on criteria for the selection of new directors, as need be;
- (h) recommend qualified candidates to the Board and recommend nominees for election as directors by shareholders at the shareholders annual general meeting. In making its recommendation, the Committee will consider: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess; (iii) the competencies and skills each new nominee should bring to the Board; and (iv) diversity in the composition of the Board;
- (i) review annually and make recommendations to the Board on the composition of each Committee of the Board and, as needed, on appointment of directors to fill any

Committee vacancy;

- (j) make recommendations in connection with the orientation and education of new Board members;
- (k) review annually and make recommendations to the Board on the mandate of the Board, its responsibilities and objectives; and

Chief Executive Officer and Senior Officers

- (l) review annually and make recommendations to the Board on the description of the responsibilities of the Chief Executive Officer and those of the Senior Officers.

The Committee will address any other subject within the broad responsibility of the Committee as determined by the Chair of the Committee, and exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

V. CHARTER

The Committee shall review and assess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.

Adopted by the Board January 22, 2021.