



THE MEDICAL GRADE STANDARD™

HEALTH, SAFETY AND QUALITY CONTROL COMMITTEE CHARTER

1 PURPOSE

The purpose of the Health, Safety and Quality Control Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of MedReleaf Corp. (the “**Corporation**”) with its oversight responsibilities relating to product safety and quality and environmental, health and safety matters and the Corporation’s compliance with applicable legislation and regulations.

2 COMPOSITION AND TERM

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board may designate one member as chair of the Committee (the “**Chair**”).

Subject to applicable laws, the Committee shall be composed of three directors, at least a majority of which shall be independent]. A member of the Committee is independent if he or she would be considered independent for the purposes of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

3 MANDATE AND RESPONSIBILITIES

The mandate and responsibilities of the Committee are as follows:

3.1 Product Quality Standards

To review the Corporation’s policies and procedures related to product quality assurance and to ensure that its production facilities have appropriate standards and implementation programs, including employee education and instruction in respect of such standards.

3.2 Monitor Compliance

To review the Corporation’s policies, programs, and practices in respect of product handling, packaging, and transportation, and monitor the adequacy of compliance systems in respect of all applicable legislation and regulations, including, but not limited to, the following:

- (a) Access to Cannabis for Medical Purposes Regulations;
- (b) Health Canada Security Directives for Controlled Substances;
- (c) *Pest Control Products Act* (Canada);
- (d) *Controlled Drugs and Substances Act* (Canada); and
- (e) *Food and Drugs Act* (Canada).

As needed, the Committee shall conduct or advise the Corporation to conduct further inquiries into matters under its oversight or otherwise reported to it for the purpose of discharging its duties

and responsibilities and ensuring the adequacy of the Corporation's policies, programs, and practices for fulfilling its obligations under all laws and regulations pertaining to health, safety and product quality.

3.3 Recommendations

To report and make recommendations to the Board on such areas of regulatory compliance as are considered appropriate from time to time (it being understood that the Committee will focus on the adequacy of compliance systems, practices and procedures, while the full Board will continue to receive the management reports on actual compliance results and notice of other material developments).

3.4 Disclosure

To review the disclosure of health, safety and quality control issues and policies required to be included in the Corporation's annual information form and any other public disclosure documents prior to its dissemination.

4 MEETINGS AND PROCEDURES

The Committee will meet at the request of the Chair, but in any event it will meet when required to consider matters referred to it by the Board. Notices calling meetings will be sent to all Committee members. The Chair shall develop and set the Committee's agenda, in consultation with the other members of the Committee. Each member of the Committee is free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall be distributed to the members of the Committee in advance of each meeting to permit meaningful review.

4.1 Quorum

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

4.2 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.3 Removal and Vacancy

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

4.4 Authority to engage advisors

In order to carry out its duties, the Committee shall have the authority and responsibility to retain or appoint, at the Corporation's expense, such independent counsel and other experts and advisors, and on such fee arrangements, as it deems necessary. The Committee shall provide notice to the Nominating and Corporate Governance Committee of its actions in this regard.

4.5 Access

The Committee shall have access to and direct contact with any employee, contractor, supplier, customer or other person that is engaged in any business relationship with the Corporation to confirm information or to investigate any matter within the mandate of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Review

The Committee shall, together with the Nominating and Corporate Governance Committee, review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

This Charter is not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: June 7, 2017