



Governance and Compensation Committee Charter

Lifeist Wellness Inc.

Effective as of and from April 26, 2023

I. PURPOSE

The Governance and Compensation Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Lifeist Wellness Inc. (the "Company"). Its purpose is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process, executive and board compensation, and developing and maintaining the Company's corporate governance policies and procedures.

II. MEMBERSHIP

1. The Committee shall consist of three or more directors. Every Committee member must be independent as defined under National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201").
2. The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee's powers so long as a quorum exists.
3. A quorum for decisions of the Committee shall be a majority of Committee members.
4. The Board shall appoint a chair of the Committee (the "Chair") from the Committee members. Subject to Section 3, the Board shall determine the Chair's term of office.

III. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. Determine the qualifications, qualities, skills and other expertise required to be a director of the Company; and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria"). In developing Director Criteria, the Committee should consider:
 - (a) the competencies and skills that the Board as a whole should possess;
 - (b) the competencies and skills that each existing director possesses;
 - (c) the personality and other qualities of each director and how these affect boardroom dynamics;
and
 - (d) the appropriate size of the Board for facilitating effective decision making.

2. Identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria and make recommendations to the Board. In making its recommendations for nominees, the Committee should consider:
 - (a) the competencies and skills that the Board as a whole should possess;
 - (b) the competencies and skills that each existing director possesses;
 - (c) the competencies and skills of each new nominee;
 - (d) whether the new nominee can devote sufficient time and resources to his or her duties as a director; and
 - (e) the diversity of the board composition, including gender considerations.
3. Consider any director candidates recommended by the Company's shareholders under the procedures set forth in the *Business Corporations Act* (British Columbia) and the Company's articles and described in the Company's management information circular.
4. If a vacancy on the Board or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.
5. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors; and periodically review these programs and update them as necessary.
6. Develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"); review the Succession Plan periodically with the CEO; develop and evaluate potential candidates for CEO/executive positions; and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
7. Develop and recommend to the Board process to the recruitment of a CEO, to evaluate and assess candidates and make recommendations to the Board for the appointment of a CEO
8. To review and recommend to the Board the CEO's appointment of officers and senior executives
9. Develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company; review these principles at least once a year; and recommend any changes to the Board.
10. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its articles of incorporation and articles.

- 11.** Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process; and recommend that this disclosure be included in the Company's management information circular.
- 12.** Develop, subject to approval by the Board, a process for an annual assessment of effectiveness of the Board and its committees; and oversee the conduct of this annual assessment.
- 13.** Review the Board's committee structure and composition; and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually.
- 14.** Evaluate the independence of each director at least annually.
- 15.** Review, approve and oversee any transactions or agreements in which a director or executive officer has a material interest ("Conflict Transactions") on an ongoing basis
- 16.** Monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code"); investigate any alleged breach or violation of the Code; enforce the provisions of the Code; and review the Code periodically and recommend any changes to the Board.
- 17.** CEO Compensation - The Committee is responsible for:
 - (a) reviewing and approving annually the corporate goals and objectives relevant to CEO compensation;
 - (b) evaluating at least annually the CEO's performance in light of those corporate goals and objectives; and
 - (c) determining (or making recommendations to the Board with respect to) the CEO's compensation level based on this evaluation.

In setting corporate goals and objectives relevant to CEO compensation, the Committee will consider both short-term and long-term compensation goals, including analysis of the short- and long-term tax, accounting, cash flow and dilution implications of the compensation package.

The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

18. Annual Review of CEO Compensation

The Committee will annually review and assess the competitiveness and appropriateness of the compensation package of the CEO. In conducting that review, the Committee will consider:

- (a)** the compensation package of the CEO for the prior year;
- (b)** the Committee's evaluation of the performance of the CEO;
- (c)** the Company's performance and relative shareholder return, as well as other key measures of performance;
- (d)** whether the compensation package reflects an appropriate balance between salary and incentive compensation, as well as the mix between short- and longer-term incentives to improve performance of the Company;
- (e)** the competitiveness of the compensation package, including the value of similar incentive awards and benefits such as pensions and supplemental executive retirement plans, paid to equivalent officers at comparable companies;
- (f)** the impact of the level and form of awards on the Company and its shareholders from a tax, accounting, cash flow and dilution perspective; and
- (g)** the awards given to the CEO.

19. Compensation of Senior Officers

With respect to compensation of senior officers, the Committee is responsible for:

- (a)** recommending the process and criteria to be used to evaluate the performance of senior officers;
- (b)** reviewing and approving the performance evaluations of the Company's senior officers; and
- (c)** in consultation with the CEO, approving the individual compensation packages provided to senior officers.

The Committee will consider all forms of remuneration when determining the level of compensation paid to senior officers, including long-term incentives and benefits. The Committee will also consider information regarding other companies, the nature of the Company's business, the need to obtain

qualified individuals, short-term and long-term performance goals and actual performance and shareholder returns and evaluations and compensation in previous years.

20. Compensation of Directors

The Committee will, on an annual basis:

- (a)** review the adequacy, amount and form of the compensation to be paid to each director;
- (b)** consider whether that compensation realistically reflects the time commitment, responsibilities and risks of the directors;
- (c)** make recommendations to the Board based on this review and analysis;

In making its recommendations, the Committee will also consider comparative data derived from a survey of board compensation at other companies conducted annually and analysed by an independent consultant.

21. Incentive-Compensation Plans

With respect to incentive-compensation plans, the Committee is responsible for:

- (a)** making recommendations to the Board with respect to the adoption and amendment of executive incentive-compensation plans; and
- (b)** approving all senior officer incentive bonus plans and all awards under those plans.

22. Equity-Based Plans

With respect to equity-based plans, the Committee is responsible for periodically reviewing and making recommendations to the Board regarding equity-based compensation plans that the Company establishes for, or makes available to, its employees and/or consultants, including the

designation of those who may participate in those plans, share and option availability under those plans and the administration of share purchases under those plans.

In addition, the Committee will review periodically the extent to which these forms of compensation are meeting their intended objectives, and will make recommendations to the Board regarding modifications to more accurately relate that compensation to employee performance.

The Committee will conduct periodic reviews of the status of any equity-based plans, and submit recommendations for Board consideration and approval with respect to any proposed material amendments to, and any proposed grants (or changes to previous grants) under those plans.

The Committee will make recommendations to the Board on share ownership guidelines for the CEO, other executive officers and directors, and monitor compliance with such guidelines.

23. Risk Oversight and Mitigation

In fulfilling its responsibilities, the Committee will consider periodically, and at least annually, the implications of the risks associated with the Company's compensation policies and practices and will adopt (or recommend the adoption of) practices to mitigate compensation policies and practices that could encourage excessive risk-taking.

24. Compensation Disclosure

With respect to disclosure, the Committee is responsible for:

- (a)** obtaining advice on and tracking disclosure requirements related to executive compensation disclosure;
- (b)** reviewing and discussing with management the executive compensation disclosure information before the Company publicly discloses this information;
- (c)** in particular, reviewing the "Executive Compensation" and "Indebtedness" sections and preparing the "Report on Executive Compensation" section of the management information circular (or similarly captioned disclosure), and the "Compensation Discussion and Analysis" section of the annual report (as applicable); and
- (d)** produce the compensation committee report on executive officer compensation to be included in the Company's proxy statement or annual report, if applicable.

25. Report to the Board on the activities of the Committee, including any decisions and action taken by the Committee.

26. Perform any other activities as are consistent with this Charter, the Company's constating documents, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or

appropriate for the fulfilment of the Committee's duties and responsibilities. These activities include reasonable steps to verify compliance with regulatory governance and disclosure.

IV. OUTSIDE ADVISORS

1. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of the executive search firm and any other advisors.
2. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.
3. The search consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the following factors:
 - (a) provision of other services to the Company by the person that employs the consultant, counsel or other advisor;
 - (b) the amount of fees paid by the Company to the person that employs the consultant, counsel or other advisor, as a percentage of that person's total revenue;
 - (c) policies and procedures of the person that employs the consultant, counsel or other advisor that are designed to prevent conflicts of interest;
 - (d) any business or personal relationship between the consultant, counsel or other advisor and any member of the Committee;
 - (e) ownership by the consultant, counsel or other advisor of the Company's shares; and any business or personal relationship between the consultant, counsel or other advisor, or the person employing the advisor, and any executive officer of the Company.
4. The Committee may retain, or receive advice from, any advisor that it prefers, including ones that are not independent, after considering the specified factors.

V. STRUCTURE AND OPERATIONS

1. The Committee shall meet at such times and places as it deems necessary to fulfil its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment),

resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board. A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting.

2. The Committee may invite such directors, officers and employees of the Company to its meetings as it deems appropriate to assist the Committee with the fulfilment of its duties and responsibilities, provided that the Committee shall meet regularly without such members present.
3. At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the "Secretary"). The Secretary shall circulate the minutes of meetings of the Committee to members of the Committee. The Committee shall approve and retain minutes of all Committee meetings.
4. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements and the Company's constating documents, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.