



MEDMEN ENTERPRISES INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The board of directors (the “**Board**”) of MedMen Enterprises Inc. (the “**Corporation**”) has delegated the responsibilities, authorities and duties described below to the corporate governance and nominating committee (the “**Committee**”). For the purpose of this Charter, the term “Corporation” includes the Corporation and its subsidiaries.

The overall purpose of the Committee is to assist the Board in maintaining high standards of corporate governance by developing, recommending and monitoring effective guidelines and procedures applicable to the Corporation, and by establishing the process for identifying, recruiting, appointing and/or providing ongoing development for directors of the Corporation.

Members

1. The Committee will be comprised of a minimum of two (2) directors. The members of the Committee will be selected by the Board taking into account prior experience in matters to be considered by the Committee and requirements, if any, imposed by applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.
2. Members of the Committee and the chairperson of the Committee (the “**Chair**”) will be appointed annually by the Board at the first meeting of the Board *after* the annual general meeting of shareholders at which he or she is elected. Any member of the Committee may be removed or replaced at any time by the Board and will serve until such member’s successor is appointed, unless that member resigns or otherwise ceases to be a director of the Corporation.

Meetings

3. Meetings of the Committee will be held from time-to-time as the Committee or the Chair will determine as necessary to perform the duties described herein, provided that the Committee will meet at least once per year.
4. A majority of the members of the Committee present either in person, by teleconference or video-conference, will constitute a quorum. Any member of the Committee participating by teleconference or video-conference will be deemed, for the purposes hereof, to be present in person at the meeting.
5. Any matters to be determined by the Committee will 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 members of the Committee in as many counterparts as may be necessary, and such actions will be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.
6. The Committee may invite such officers, directors, employees or advisors of the Corporation, any of its subsidiaries, or such other persons as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the affairs of the Committee.
7. Following the meetings of the Committee, the Committee, through its Chair, will report to the Board on the matters considered by the Committee.

Committee Authority and Responsibilities

8. The Committee will have the power and authority of the Board to perform the following duties and fulfill the following responsibilities and such other duties as are required by applicable law or rule or as may be delegated by the Board:

Corporate Governance

- (a) Develop and recommend to the Board a set of corporate governance guidelines, policies and procedures applicable to the Corporation. The Committee will annually assess the corporate governance guidelines, policies and procedures and recommend any necessary revisions to the Board.
- (b) Annually, together with the chairs of the other committees of the Board, where appropriate, review the mandate for the Board and charters for the Board committees which set out their respective duties and responsibilities. Recommend to the Board any amendments to the Board mandate and the Board committee charters.
- (c) Make recommendations regarding the size and composition of the Board with a view to maintain the composition of the Board in a way which provides the best mix of skills, experience, age, gender and diversity to guide the long-term strategy and ongoing business operations of the Corporation.
- (d) Review, as appropriate, corporate governance issues, trends and proposed, new or amended regulatory requirements.
- (e) The Committee will annually review and approve the corporate governance report to be given in either the annual report to shareholders or the proxy circular prepared in connection with the annual meeting of shareholders. The corporate governance report will describe the corporate governance practices of the Corporation with reference to the reporting requirements of any stock exchange on which the common shares of the Corporation are listed, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and any other applicable securities laws.

Director Nominees

- (f) Establish and recommend to the Board, qualification criteria for the selection of directors to serve on the Board and annually review the appropriate experience, skills and characteristics required of each existing and new director of the Corporation.
- (g) Implement a procedure to reasonably identify, with as much advance notice as practicable, impending vacancies on the Board, so as to allow sufficient time for recruitment and introduction of proposed nominees to the existing members of the Board.
- (h) In recommending nominations to the Board, the Committee will:
 - (i) consider whether the candidate's competencies, skills and personal qualities are aligned with the Corporation's needs and any criteria for selecting new directors established by the Committee;
 - (ii) consider the commitment of time and resources that the candidate is able to devote to the Corporation as a member of the Board in light of what the Corporation expects from the candidate;
 - (iii) consider the recommendations of the Chair of the Board, if any; and
 - (iv) ensure that the candidate understands the demands and expectations of being a director of the Corporation.

Director Positions and Committee Composition

- (i) Recommend to the Board the appropriate committee structure of the Board and (i) annually review and recommend to the Board, directors of the Corporation for membership on committees of the Board

and the chair of each committee; and (ii) recommend committee members to fill vacancies as needed.

- (j) Develop and recommend to the Board, position descriptions for the Chair of the Board, the Lead Director, if applicable, the chair of each committee of the Board, the Chief Executive Officer (“CEO”), the President and the Chief Financial Officer (“CFO”). The Committee will periodically review these positions descriptions and recommend any necessary revisions to the Board.
- (k) Develop and recommend to the Board, a description of the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings, minimum attendance expectations and advance review of meeting materials.

Director Education, Performance and Compensation

- (l) Approve an appropriate orientation and education program for directors and oversee the training and orientation of directors.
- (m) At intervals which the Committee considers appropriate, evaluate the performance and effectiveness of the Board, the Chair of the Board, each committee of the Board and its respective chair and the contributions of individual directors. The purpose of such evaluations is to assess and, where possible, increase the effectiveness of the Board and its committees. The Committee may make recommendations to the Board for improving the Board’s effectiveness and will discuss annually with the Board its effectiveness.
- (n) Annually review and make recommendations to the Board regarding retainers and fees paid to members of the Board and in so doing, the Committee may take into consideration the relative responsibilities of members of the Board serving on committees of the Board.
- (o) Recommend the termination or resignation of board membership of individual directors when appropriate.

Selection and Succession Planning

- (p) Recommend to the Board, candidates for CEO, President, CFO and other senior management (collectively, “**Senior Executives**”) and approve the terms of their appointment and termination or retirement.
- (q) Review and recommend to the Board, succession planning programs for Senior Executives and contingency preparedness, including programs to appoint, train, develop and monitor Senior Executives, to ensure that they are effective in building and retaining future talent and support diversity.

General

9. The Committee has the authority to engage outside advisors as it determines necessary to carry out its duties, including, but not limited to identifying and reviewing candidates to serve as directors or officers of the Corporation.
10. The Corporation will provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of (i) compensation to any advisors engaged by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
11. The Committee will undertake on behalf of the Board, such other corporate governance initiatives as may be necessary or desirable to enable the Board to provide effective corporate governance for the Corporation and contribute to the success of the Corporation and enhance shareholder value.
12. Notwithstanding the foregoing and subject to applicable laws, nothing contained in this Charter is intended to

require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

13. Notwithstanding the foregoing and subject to applicable laws, the Committee may delegate authority to one or more members or subcommittees when deemed appropriate, provided that the actions of any such members or subcommittees must be reported to the full Committee no later than at its next scheduled meeting.
14. The Committee is a committee of the Board and it is not and will not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof. No provision contained herein is intended to give rise to civil liability to security holders of the Corporation or any other liability whatsoever.

Currency of this Charter

This Charter of the Committee was initially adopted by the Board on April 2, 2019