

BURCON NUTRASCIENCE CORPORATION
(“Burcon” or the “Corporation”)

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

Purpose

The Corporate Governance & Nominating Committee (the “Committee”) shall develop and recommend to the board of directors (the “Board”) corporate governance principles applicable to the Corporation and monitor the governance of the board of directors and board committees. The Committee shall also carry out the Board’s overall responsibility to review and approve the amount and form of compensation to the directors of the Corporation, all director nominations to the Board and succession plans for directors of the Corporation. In this Charter, a “director” means a Board member.

Composition

1. There will be at least three members of the Committee.
2. All the members of the Committee shall be independent directors in accordance with all applicable corporate and securities laws and stock exchange listing standards.
3. Any member may be removed or replaced at any time by the board and will cease to be a member upon ceasing to be a director of the Corporation. The board may fill vacancies on the Committee by election from among its number. If and when a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member will hold office until the close of the next annual meeting of shareholders of the Corporation or until the member resigns or is replaced, whichever occurs first.
4. The Board may from time to time designate one of the members of the Committee to be the Chair of the Committee.
5. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

Duties of the Chair of the Committee

6. The Chair of the Committee will provide overall leadership to facilitate the effective functioning of the Committee, including:

- a. overseeing the structure, composition, membership and activities delegated to the Committee;
 - b. chairing each meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
 - c. scheduling and setting the agenda for Committee meetings with input from other Committee members, the Chair of the Board and management as appropriate;
 - d. facilitating the timely, accurate and proper flow of information to and from the Committee;
 - e. arranging for management or other advisors to attend and present at Committee meetings as appropriate;
 - f. arranging sufficient time during Committee meetings to fully discuss agenda items;
 - g. encouraging Committee members to ask questions and express viewpoints during meetings;
 - h. leading the Committee in its self-assessment process; and
 - i. taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.
7. Foster ethical and responsible decision making by the Committee and its individual members.
 8. Encourage the Committee to meet in separate, regularly scheduled, non-management, in-camera sessions.
 9. Following each meeting of the Committee, report in writing or orally to the Board on the activities, findings, action items and any recommendations of the Committee.
 10. Carry out such other duties as may reasonably be requested by the Board.

Meetings

11. The Committee will hold at least four meetings annually and any other meetings as required to fulfill its responsibilities. Meetings may be called by

the Committee Chair or a Committee member, the Chair of the Board, Chief Financial Officer or the Chief Executive Officer.

12. The Secretary of the Corporation shall act as secretary for meetings of the Committee. The Secretary in conjunction with the Chair of the Committee shall draw up the agenda, which will be circulated, in advance to the members of the Committee with the materials for the meeting. The Secretary will be responsible for taking, keeping and distributing the Committee's meeting minutes.
13. Meetings will be chaired by the Chair of the Committee, or if the Chair is absent, by a member chosen by the Committee from among themselves.
14. A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities that would permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.
15. The Committee may conduct an in-camera session at the end of Committee meeting without management present.
16. All directors who are not members of the Committee will be given notice of every meeting of the Committee and will be allowed to attend as observers. The Committee may invite such officers and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.
17. A majority of Committee members constitute a quorum.
18. All decisions made by the Committee may be made at a Committee meeting by a majority of its members present or evidenced in writing and signed by all Committee members, which will be fully effective as if it had been made or passed at a Committee meeting.
19. The minutes of all meetings of the Committee will be provided to the board of directors. The Chair of the Committee will provide a report, which may be oral or in writing, on the Committee's activities to the board of directors at the next regularly scheduled meeting of the board following each Committee meeting.

Duties and Responsibilities

20. The Committee is responsible for all matters relating to the governance of the Corporation and for reporting and making recommendations to the Board regarding such matters.

In fulfilling this responsibility, the Committee will,

- a. develop and recommend to the Board corporate governance policies applicable to the Corporation;
- b. annually review the corporate governance policies of the Corporation and, as appropriate, recommend changes to such policies to the board of directors and management;
- c. annually review compliance by the Corporation with all applicable regulatory requirements relating to corporate governance;
- d. annually review, as appropriate, corporate governance issues, trends and proposed, new or amended regulatory requirements;
- e. annually review the committee structure of the Board and the operations of such committees and, as appropriate, recommend to the board of directors changes to such structure and operations;
- f. quarterly review any significant outside commitments the President & CEO or any senior officer of the Corporation is considering before the commitment is made. This includes commitments to act as a director or trustee of for-profit and not-for-profit organizations; and
- g. review proposed annual corporate governance disclosure before submission to the Board for approval.

21. Determine remuneration and other benefits of the Corporation's directors and recommend to the Board for approval.

22. Recommend Board Nominees

The Committee will seek out and recommend to the Board the nominees for appointment, election or re-election.

23. Overseeing the orientation program for new directors and committee members and programs for providing continuing education for directors.

24. Succession Planning

As required, the Committee will review and approve succession plans for directors of the Corporation.

In fulfilling this responsibility for succession plans for directors, the Committee will

- a. Develop and regularly review director qualification standards; and
- b. Develop a procedure for director selection to ensure that a broad number of skills are present on the board.

25. Seek information from the Corporation or independent advisors

The Committee will have the authority to seek any information that it requires from any officer or employee of the Corporation. The Committee has the authority to retain, and approve the fees and other retention terms of, compensation, legal and other advisors (“Advisors”), as it deems necessary for the fulfillment of its responsibilities. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Advisor retained by the Committee. Prior to appointing an Advisor, the Corporation will take into consideration the following factors:

- a. The provision of other services to the Corporation by the person that employs the Advisor;
- b. The amount of fees received by the Corporation by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- c. The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the Advisor with a member of the Committee;
- e. Any stock of the Corporation owned by the Advisor; and
- f. Any business or personal relationship of the Advisor or person employing the Advisor with an executive officer of the Corporation.

26. Other

The Committee will

- a. perform an annual review of this Committee charter taking into account all legislative and regulatory requirements applicable to the Committee, with any recommended changes being forwarded to the board for approval;
- b. perform a biennial evaluation of its performance, having regard to the issues reviewed during the preceding two years; and

- c. review the results arising from the Corporation's Board effectiveness survey in years in which one is conducted.

27. Currency of the Committee Charter

This charter was last revised and approved by the Board on February 23, 2021.