

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

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “Committee”) is to carry out the board of directors’ (the “Board”) overall responsibility to review and approve the Corporation’s employee and management compensation policies and practices, incentive compensation plans (cash and equity-based short and long term incentive plans) and the amount and form of compensation of the executive officers 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. The chairman of the Board shall be an ex-officio member of the Committee.
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 this 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 two 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 Executive Officer or the Chief Financial 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. 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.
20. Notwithstanding any provisions to the contrary, the Chief Executive Officer shall not be permitted to attend the Committee's deliberations and voting relating to his or her compensation.

Duties and Responsibilities

21. Develop the Corporation's pay philosophy and determine remuneration and other benefits of the Corporation's executive officers and consultants and

performance bonuses and long term incentives for the Corporation's employees.

In fulfilling this responsibility, the Committee will, on an annual basis,

- a. review and approve corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and determine and make recommendations to the Board with respect to the CEO's compensation level based on this evaluation; provided that the CEO may not be present during voting or deliberations on his or her compensation;
- b. review the proposal of the CEO and make recommendations to the Board with respect to non-CEO officer compensation, incentive-compensation plans and equity-based plans having regard to the size and availability of the bonus and equity pool; and
- c. review and recommend to the Board for approval executive compensation disclosure before the Corporation publicly discloses this information.

22. Compensation Philosophy, Principles, Practices, Policies and Plans

On an annual basis, the Committee will:

- a. review and approve the Corporation's compensation philosophy;
- b. approve any material changes to compensation principles or practices;
- c. review compensation policies and approve any material changes to such policies or any new compensation policies; and
- d. review and recommend to the Board for approval of new compensation plans and changes to existing compensation plans.

23. Propose remuneration and other benefits of the Corporation's directors and submit proposals to the corporate governance and nominating committee for further review.

24. Succession Planning

On an annual basis, the Committee will review and approve succession plans for executive officers of the Corporation, and as deemed necessary by the Committee, any other officers or employees of the Corporation.

In fulfilling this responsibility for succession plans for executive officers, the Committee will

- a. review the functions of officers of the Corporation;
 - b. review and discuss qualifications of proposed candidates named in succession plans; and
 - c. provide guidance to management with respect to the succession plans.
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 annual employee 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 November 9, 2023.