



COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Compensation Committee (the "**Committee**") is one of the committees of the Board of Directors (the "**Board**") of Zenabis Global Inc. (the "**Company**"). Its primary function is to advise and make recommendations to the Board in its oversight role with respect to:

- (a) fair compensation of executive officers and directors of the Company;
- (b) the evaluation of the Chief Executive Officer ("**CEO**") and CEO succession planning;
- (c) review this charter on an annual basis and, if considered appropriate by the Committee, suggest changes to the Board;
- (d) perform such tasks as indicated in the Board Mandate; and
- (e) perform such other tasks as may be assigned by the Board from time to time.

2. MEMBERSHIP AND OPERATION

The Committee shall be composed entirely of "independent" directors, as such term is defined in National Instrument 52-110, and any applicable stock exchange rules, each as may be amended or replaced from time to time (collectively referred to as the "**Independence Rules**").

Committee members shall serve until qualified successors are duly designated and appointed by the Board. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority of the Board then in office.

The Committee's chairperson shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

3. AUTHORITY

The Board of Directors has granted the Committee the authority herein provided. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, in its sole discretion and at the Company's expense, persons having special competencies (including, without limitation, legal, accounting, compensation or other consultants and experts) to assist the Committee in fulfilling its responsibilities, provided that prior to retaining such persons, the Committee has considered the person's independence pursuant to the Independence Rules. The Committee has the sole authority to terminate the Committee's engagement of its experts and to approve the fees and other terms of retention of such experts.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under provincial or federal law for directors or officers of a company.

4. RESPONSIBILITIES

In discharging its responsibilities, the Committee shall have the sole authority to, and shall, do the following:

- (a) generally:

- (i) review its charter on an annual basis and, if considered appropriate by the Committee, suggest changes to the Board; and
 - (ii) annually evaluate the performance of the Committee;
- (b) in respect of the compensation of directors and executive officers, including the CEO:
- (i) make recommendations to the Board on the fair compensation of the directors and executive officers of the Company, including the CEO; and
 - (ii) conduct an annual evaluation of the CEO and make recommendations to the Board on the succession plan for the CEO;
- (c) in respect of other compensation-related matters of the Company:
- (i) review all executive compensation disclosure before the Company publicly discloses this information; and
 - (ii) review and make recommendations to the Board in respect of all human resource matters of the Company relating to compensation;

Adoption of the Compensation Committee Charter

This Charter was adopted and approved by the Board of Directors of the Company effective January 7, 2019.