

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

- I. **Purposes.** The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of **Medicine Man Technologies, Inc.** (the “Company”) is appointed by the Board to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.
- II. **Duties and Responsibilities.** The Committee has the following duties and responsibilities:
- A. **Director Criteria; Selection.** To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”), to identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria or other criteria approved by the Board and to make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders. . The Director Criteria shall take into account the following factors:
1. The characteristics described in the Company’s Corporate Governance Guidelines;
 2. Diversity of background and experience of Board members, including with respect to age, gender, international background, race, and specialized experience;
 3. Whether the member/potential member is subject to a disqualifying factor as described in the Corporate Governance Guidelines;
 4. Whether the member/potential member is an employee or director of a significant or potentially significant customer, supplier, contractor, counselor or consultant of the Company;
 5. Whether the member/potential member would be considered a “financial expert” or “financially literate” as described in applicable listing standards, legislation or Audit Committee guidelines;
 8. The extent of the member’s/potential member’s business experience, technical expertise, or specialized skills or experience;
 9. Whether the particular experience of the member/potential member relevant to the Company’s current or future business, will add specific value as a Board member; and
 10. Any factors related to the ability and willingness of an existing member to continue his/her service or a new member to serve.
- B. **Board Size.** To make recommendations to the Board about exercising the Board’s authority to determine the number of its members.
- C. **Board Vacancies.** When a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, to identify and make recommendations to the Board regarding the selection and approval of any candidates to fill such vacancy.
- D. **Oversight of the Evaluation of the Board.** To be responsible for overseeing the evaluation of the Board and its committees in the following respects:

1. By annually reviewing the performance of the Board as a whole and its committees, and reporting the results of its review to the Board;
 2. By annually reviewing the performance of Board members who are expected to stand for election at the next annual meeting; and
 3. By periodically selecting an independent governance expert to facilitate the evaluation process at the discretion of the committee.
- E. **Committee Recommendations.** To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.
- F. **Corporate Governance Guidelines.** To maintain and update, as appropriate and with Board approval the Company's Corporate Governance Guidelines.
- G. **Director Education.** To make recommendations regarding Director orientation and continuing education, as the Committee deems appropriate.
- H. **Interpretation and Application of Laws and Guidelines.** To educate the Board and the Company on applicable governance laws and regulations and assist the Board and the Company in interpreting and applying the Company's Corporate Governance Guidelines and other issues related to Board governance.
- I. **Director Removal.** To recommend to the Board the removal of a Director where appropriate.
- J. **Director Independence.** To develop and recommend to the Board standards for Director independence.
- K. **Other Activities.** To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's By Laws and applicable law.
- L. **Code of Business Conduct And Ethics.** To monitor compliance with the Company's Code Of Business Conduct And Ethics (the "**Code**"), to investigate any alleged breach or violation of the Code and to enforce the provisions of the Code.
- M. **Charter.** To maintain and update, as appropriate, this Charter, which will be published on the Company's website.

III. Membership, Structure and Operations.

A. **Appointment and Removal of Members.**

1. *Appointment.* The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Committee shall consist of at least one (1) independent member and the Officers and Directors of the Company as needed who shall also serve on the Committee as non-voting members and advisors. The Board may also appoint additional members from time to time.
2. *Removal.* The Board may remove a member from the Committee at any time with or without cause; provided, however, that if removing a member or members of the Committee would cause the Committee to have fewer than three (3) members, then the Board must at the same time appoint enough additional members to the Committee so that the Committee will have at least three (3) qualified members.

B. **Member Qualifications.** To be a member of the Committee, a Board member must meet the following requirements:

1. She/he must have, or obtain within a reasonable period of time after his/her appointment to the Committee, familiarity with the key issues relevant to the work of the Committee; as a non-voting member and advisor must serve as an Officer or Director, and;
2. She /he must be independent in accordance with the Company's Corporate Governance Guidelines, NYSE listing standards and applicable regulation.

C. **Appointment and Removal of Chair.**

1. *Appointment.* At the time the Board appoints members of the Committee, the Board also will appoint one of the members to act as Chair of the Committee. In addition to chairing meetings of the Committee, the Chair will be the liaison to Company management and will be responsible for setting the agenda for meetings, reporting to the Board and being available to answer questions at annual meetings of shareholders. The Chair may temporarily delegate his or her responsibilities to another member of the Committee if s/he is not available to perform them.
2. *Removal.* The Chair may be removed by the Board at any time with or without cause, provided that a new Chair is appointed by the Board at the same time.

D. **Meetings; Operations.**

1. The Committee shall meet at least two (2) times per year at such times and places as it deems necessary to fulfill its responsibilities.
2. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. The Committee may include in its meetings members of the Company's management, other members of the Board, or third parties.
4. At the next meeting of the Board after any Committee meeting, the Chair or his/her nominee will provide the Board with a report on the matters addressed at the Committee meeting.

E. **Delegation.** Except where otherwise prohibited, the Committee may delegate to a subcommittee on behalf of the whole Committee, and the Committee may also delegate administrative tasks to employees of the Company; provided, however, that no such delegation can alter the fundamental duties and responsibilities of the Committee.

IV. **Authority to Retain Experts.** The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. 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 compensation consultants, outside counsel and any other advisors.

V. Annual Performance Evaluation of the Committee. At least annually, the Committee will evaluate how well it has fulfilled its purposed during the previous year and report its findings to the full Board. The Committee shall conduct this evaluation in such as manner as it deems appropriate.

AS ADOPTED THIS DATE, AUGUST 12, 2021

_____/S/ JUSTIN DYE_____

_____/S/ PRATAP MUKHARJI_____

_____/S/ JEFFREY COZAD_____

_____/S/ JEFFREY GARWOOD_____

_____/S/ SALIM WAHDAN_____

_____/S/ BRIAN RUDEN_____