

CBD BRANDS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(As amended through October 23, 2019)

Purpose

The Nominating and Governance Committee has been established by the Board of Directors of CBD Brands, Inc. (the “Company”) for the purpose of assisting the Board in fulfilling its responsibilities by (i) identifying, reviewing, and evaluating individuals qualified to become Board members, (ii) recommending director nominees for the Board and director nominees for each committee, (iii) developing and recommending the approval of policies and guidelines relating to and generally oversee matters of corporate governance, and (iv) lead the Board in a biannual review of the Board and its Committees. This charter specifies the scope of authority and responsibility of the Committee.

Organization

The Nominating and Governance Committee shall be comprised of at least three directors, each of which meet the independence requirements of the Securities Exchange Act of 1934, and the rules promulgated thereunder, and the requirements of any stock exchange on which the Company’s securities are listed for trading. The Nominating and Governance Committee members will be appointed by the Board and can be replaced by the Board in its discretion at any time, but shall otherwise serve until a successor has been named. The Board periodically reviews its size and adopts changes it determines to be appropriate given the needs of the Company. The Nominating Committee shall have authority to delegate any of its responsibilities as the Nominating Committee may deem appropriate. The Nominating and Governance Committee will meet either in person or telephonically at least twice annually with minutes recorded.

Committee Authority and Responsibilities

The Committee shall recommend to the Board director nominees for election at each annual meeting of stockholders.

Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director’s:

- (a) Board and committee meeting attendance and performance;
- (b) length of Board service;
- (c) experience, skills and contributions that the existing director brings to the Board; and
- (d) independence.

In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting.

A director nominee shall meet the director qualifications as determined by the Board from time to time, including that the director nominee possess personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders.

The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent to be appointed to fill the vacancy.

The Committee shall recommend to the Board for its approval the Governance and Nominating Committee Charter and Guidelines. The Committee will review annually the Governance and Nominating Committee Charter and Guidelines and recommend any proposed changes to the Board for approval.

The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the full Board that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported to the Chairman, and CEO and if necessary, to the relevant committee chairman.

The Committee shall bi-annually review its own performance by distributing to its members a written self-assessment.

The Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors, along with a review of any development plans recommended for such individuals.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The responsibilities and duties enumerated in this section shall be the common recurring activities of the Committee in carrying out its purposes. The Committee may assume additional duties or responsibilities, carry out additional functions or adopt additional policies and procedures as may be appropriate to carry out its purposes or in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.