

Kiwa Bio-Tech Products Group Corp.

Nominating and Governance Committee Charter

The Nominating & Governance Committee of the Board of Directors exercises general oversight with respect to the governance of Kiwa Bio-Tech. The committee identifies individuals qualified to become Board members and recommends director nominees for the annual meeting of stockholders. The committee also recommends and implements policies and procedures intended to assist the Board of Directors to operate efficiently and meet all obligations to the Company and its shareholders. ^[L7L]_[SEP:SEP]

To fulfill its purpose, the Committee shall:

1. Determine the skills and qualifications required of directors, and develop criteria to be considered in selecting potential director candidates;
2. Make recommendations to the full Board regarding the size and composition of the Board and the tenure of directors;
3. Identify, review and evaluate candidates qualified to become Board members who reflect specified criteria;
4. Recommend to the Board candidates to fill vacancies on the Board and to stand for election as directors at the next annual meeting of stockholders;
5. Exercise sole authority to retain, at Stem Holdings, Inc. expense, and terminate any search firm or process used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms;
6. Annually consider any Board candidate recommendation made by shareholders or an interested party, if the recommendation is presented to the Corporate Secretary by the date provided in the Proxy Statement for the Annual Meeting of Stockholders;
7. Annually evaluate, report and make recommendations to the Board on the overall performance of the Board through an annual review and evaluation of the structure, size, composition, development, selection and process of the Board and its committees;

8. Annually review and recommend to the Board the assignment of Board members to each of the Board committees, including rotation, reassignment and removal of any committee member;

9. Consider matters of corporate governance and periodically review, reassess, develop and recommend proposed changes for Board approval of the following documents: The Duties and Obligations of Stem Holdings, Inc. Board Members and the Stem Holdings, Inc. Corporate Governance Guidelines;^[L1]_[SEP]

10. Monitor Stem Holdings, Inc. compliance in the areas of corporate governance pursuant to The NASDAQ Stock Market LLC Listing Rules and best practices, in order to report and make recommendations to the Board with respect to such requirements and practices;

11. Identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance and public image of Stem Holdings, Inc.;

12. Together with the Management Compensation Committee, conduct and review the outcome of the annual and semi-annual performance reviews of the Chief Executive Officer;

13. Prepare, and report to the Board the results of an annual performance evaluation of the committee, which shall compare the performance of the committee with the requirements of this charter; and

14. Review, at least annually, the committee's charter and recommend any proposed changes to the Board for approval.

The Nominating & Governance Committee shall be composed of at least two non-management directors, each of whom shall be independent as defined by the independence requirements of The NASDAQ Stock Market LLC Listing Rules, the Corporate Governance Guidelines and all other applicable laws, rules and regulations governing director independence, as determined by the Board. In addition, the number of Non-Industry directors must equal or exceed the number of Industry directors, and at least two members of the committee must be Public directors.

Each committee member shall be appointed annually by the Board. The Board will also approve the committee Chair.

Adopted by the Board of Directors [date]