

**CHARTER OF THE BOARD OF DIRECTORS OF
BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.
("CHARTER")**

**ARTICLE I
PURPOSE AND GOAL OF THE BOARD**

The board of directors (the "**Board**") of Bee Vectoring Technologies International Inc. (the "**Company**") directly, and through its committees, oversees the management of, and provides stewardship over, the Company's affairs. The Board's primary goal is to act in the best interests of the Company to enhance long-term shareholder value while considering interests of the Company's various stakeholders including employees, customers, suppliers and the community. The Board is obligated to act honestly and in good faith with a view to the best interests of the Company. The Board is also committed to the principles of good corporate governance and practices set out in National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201").

**ARTICLE II
AUTHORITY**

Section 2.01 The organization of the Board and its authority are subject to any restrictions, limitations or requirements set out in the Company's constating documents, including its articles, by-laws, and any shareholder agreement, as well as any restrictions and limitations or requirements set out in all applicable laws, including the *Business Corporations Act* (British Columbia) (the "**Act**"), Canadian securities laws as well as the standards, policies and guidelines of the stock exchange(s) on which the Company's securities are listed (collectively, "**Applicable Law**").

Section 2.02 The Board retains authority over the administration of its own affairs including but not limited to:

- (a) selecting the Chair of the Board;
- (b) nominating candidates for election to the Board to the Company's shareholders;
- (c) forming Board committees (each a "**Committee**", and collectively, "**Committees**");
- (d) delegating powers to Committees;

- (e) developing position descriptions for the Chair of the Board and the chair of each Committee; and
- (f) approving director compensation.

Section 2.03 The Board will develop and maintain the Company's corporate governance approach, including developing a set of corporate governance principles specific to the Company ("**Governance Principles**") to guide the Board, its Committees, the Company's officers, management and employees in completing their duties, responsibilities and obligations in relation to the Company. The Governance Principles will comply with the Act and include the best practices contained in NP 58-201, as well as include other practices to support a culture of integrity and transparency at the Company.

Section 2.04 The Board is responsible for approving the Company's significant operating policies and procedures, including reviewing and approving material changes to existing policies. The Board is also responsible for monitoring Company compliance, including Board compliance with these policies.

ARTICLE III ORGANIZATION

Section 3.01 The Company's shareholders elect directors annually to the Company's Board. Elections are conducted in accordance with the Act and the Company's constating documents, including its articles, by-laws, and any shareholder agreement. The number of directors comprising the Board is determined from time to time by the Company's shareholders, or by the Board itself between shareholder's meetings, to the extent permitted.

Section 3.02 A majority of the directors on the Board, including the Chair of the Board, must be independent in accordance with Applicable Law. The Board must establish procedures to ascertain director independence and conflict of interest issues.

Section 3.03 If requested by the Company, each Board member will complete a Directors and Officers Information Form to help the Company meet its continuous disclosure requirements under Applicable Law, and to help locate any director independence issues or conflicts of interest.

ARTICLE IV COMMITTEES

Section 4.01 In accordance with **Section 2.02(c)** and **Section 2.02(d)** of this Charter, the Board will establish and delegate some of its responsibilities and powers, permitted under Applicable Law, to its Committees. At a minimum, the Board must establish an Audit Committee. The Board may form other Committees at its discretion.

Section 4.02 Every Committee shall meet the independence and experience requirements of the TSX Venture Exchange and other regulatory agencies as required.

Section 4.03 Every Committee must create and maintain a Committee charter outlining its responsibilities, including those responsibilities set out in NP 58-201, to be approved by the Board.

Section 4.04 Every Committee charter must be disclosed in accordance with NI 58-101.

ARTICLE V POSITION DESCRIPTIONS

Section 5.01 The Board will develop clear position descriptions for the Chair of the Board and the Chair of each Committee.

Section 5.02 In conjunction with the Chief Executive Officer ("CEO"), the Board will develop a clear position description for the CEO, including delineating management responsibilities.

ARTICLE VI RISK MANAGEMENT

Section 6.01 The Board is responsible for risk management, including safeguarding the Company's business and assets. The Board will ensure that management identifies and understands the major risks to the business of the Company and implements appropriate systems to manage and mitigate those risks. The Board's responsibility to oversee risk management includes receiving reports from management on the status of risk management activities, reviewing reports on spending in relation to approved budgets, and overseeing the financial reporting process of the Company. The Board should review the effectiveness of the Company's system of internal controls, at minimum, on an annual basis.

Section 6.02 To ensure clear delineation of roles and responsibilities, the Board will develop management authority guidelines to distinguish between areas of Board authority, including Committee authority, and those delegated to the CEO and other management personnel. These guidelines must set out matters that must be presented to the Board for review. Matters to be presented to the Board for review include any significant acquisitions and capital expenditures, major contracts and marketing initiatives, and significant finance-related issues.

Section 6.03 The Board will approve the Company's annual budget and will receive reports from management in respect of the Company's actual results as well as a comparison of the actual results to the Company's annual budget.

ARTICLE VII STRATEGIC PLANNING

Section 7.01 The Board is responsible for creating, implementing and overseeing the Company's strategic planning process (the "**Planning Process**"). Using the Planning Process, the Board will participate with management in creating the Company's strategic plan (the "**Plan**"). The Board must approve the Plan prior to its implementation. The Board will not approve the Plan if the Plan does not:

- (a) recognize, and capitalize or mitigate (as applicable) the opportunities and risks of the Company's business; or
- (b) does not describe how the Company will implement the Plan to achieve the Company's long-term goals.

Section 7.02 The Board will seek regular status reports from the Company's management in relation to the Company's performance, as compared to the Plan.

ARTICLE VIII CODE OF BUSINESS CONDUCT AND ETHICS

Section 8.01 The Board must adopt a written Code of Ethics and Business Conduct (Code) as part of its efforts to promote a culture of integrity and honesty throughout the Company. The Code will apply to the Board itself, as well as the Company's management and employees.

Section 8.02 Only the Board may grant any waivers to the Code. If the Board grants a waiver to the Code, the Board will determine if disclosure of the waiver is necessary in accordance with Applicable Law. Contents of such disclosure will be in compliance with NP 58-201 and NI 58-101.

Section 8.03 On occasion, the Board must review and analyze the conduct of the CEO and senior management to satisfy itself that these individuals are complying with the Code and are creating a culture of integrity throughout the Company.

ARTICLE IX MANAGEMENT OVERSIGHT

Section 9.01 The Board will oversee Company's management, including:

- (a) appointing, training and hiring the CEO and other senior management;
- (b) developing the CEO's position description in accordance with **Section 4.02**;
- (c) developing or approving the corporate goals and objectives of the CEO and of other senior management;
- (d) determining the compensation of the CEO and of other senior management; and
- (e) assessing the performance of the CEO and other senior management, taking into consideration:
 - (i) such person's position description;
 - (ii) such person's goals and objectives;
 - (iii) the Governance Principles, including the individual's adherence to the Governance Principles;
 - (iv) the efforts made by such person to promote a culture of integrity at the Company; and
 - (v) the Plan.

Section 9.02 All management incentive plans tied to the Company's performance must first be approved by the Board.

ARTICLE X DISCLOSURES AND DISCLOSURE

Section 10.01 The Board must ensure effective disclosure and communication with shareholders, stakeholders and the general public ("**Disclosure Policy**"). The Board will adopt a Disclosure Policy that promotes a satisfactory dialogue with shareholders. The Board must present a draft of the Disclosure Policy to the shareholders for their input, and the Board shall consider shareholder input when finalizing the Disclosure Policy.

Section 10.02 The Board shall review the Disclosure Policy on an annual basis to determine if any revisions or amendments to the Disclosure Policy are required. The Board will seek shareholder input relating to any revisions of the Disclosure Policy.

Section 10.03 Representatives from the Board will be present at all shareholders' meetings to respond to shareholder questions relating to the Board's activities, duties and obligations.

Section 10.04 The Board will appoint an independent, non-executive director to be available to shareholders with concerns should shareholder communications with the Board Chair, the CEO or other executive officers fail to resolve the issue or such contact is inappropriate.

Section 10.05 The Board will ensure the Company's financial performance is reported to shareholders, other security holders and regulators on a timely and regular basis in accordance with Applicable Law, and that reasonable steps are taken to ensure timely reporting of events, in accordance with Applicable Law, having a significant and material impact on the Company.

ARTICLE XI WHISTLE BLOWER POLICY

The Board will, in conjunction with the Audit Committee, establish a whistleblower policy for the Company allowing Company employees, officers, directors and other stakeholders, including the public, to raise, anonymously or not, questions, complaints or concerns about the Company's practices, including fraud, policy violations, any illegal or unethical conduct, and any Company accounting, auditing or internal control matters. The Board will ensure that any questions, complaints or concerns are adequately received, reviewed, investigated, documented and adequately resolved.

ARTICLE XII MEETINGS

Section 12.01 Meetings of the Board will be called, scheduled, and held pursuant to the Company's constituting documents, including its articles, by-laws and any shareholder agreement, as well as pursuant to Applicable Law.

Section 12.02 Quorum for a Board meeting will be a majority of the directors. All directors are expected to attend and be prepared to participate, including reviewing all meeting materials before every Board meeting.

Section 12.03 The Board will provide at least seven (7) days' notice of a meeting, unless all members of the Board consent to another time period or waive notice.

Section 12.04 The Chair of the Board will seek input from the directors and Company's management, when setting each Board meeting's agenda.

Section 12.05 Any written material to be provided to directors for a Board meeting must be distributed in advance of the meeting to give directors time to review and understand the information. All material provided to directors will be relevant and concise.

Section 12.06 The CEO, chief financial officer of the Company ("CFO"), and any other member of senior management may, if invited by the Chair of the Board, attend, give presentations relating to their responsibilities and otherwise participate at Board meetings.

Section 12.07 The Company's secretary, or if there is no Company secretary, any Board member attendee nominated by the Chair of the Board, will be the secretary of the meeting.

Section 12.08 The Company secretary will circulate minutes of all Board meetings to the Board and will ensure that all minutes of meetings, or written resolutions in lieu of a meeting, are filed in the Company's minute book.

Section 12.09 The independent directors will meet separately after every regularly scheduled Board meeting without non-independent members, and members of management in attendance. The independent directors may also hold other meetings at such times and with such frequency as the independent directors consider necessary.

ARTICLE XIII DIRECTOR EDUCATION AND TRAINING

The Board will provide newly elected directors with an orientation program to educate them on the Company, their roles and responsibilities on the Board on Committees, as well as the Company's internal controls, financial reporting and accounting practices. In addition, directors will, from time to time, as required, receive:

- (a) training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board; and
- (b) continuing education about the Company to maintain a current understanding of the Company's business, including its operations, internal controls, financial reporting and accounting practices.

ARTICLE XIV
ASSESSMENTS

Section 14.01 The Board, the Committees and each director will perform an annual self-assessment on its, his or her contribution and effectiveness. The Board and any Committee will consider its Charter, and any director will consider his or her position description, when performing a self-assessment.

Section 14.02 The Board will assess, on at least an annual basis, any policy, procedure, guideline or standard, including this Charter, created by the Board to manage or fulfill its roles, duties and responsibilities, to ensure that they remain current and relevant. The Board will ensure that each Committee shall perform the same assessment in relation to any Committee policy, procedure, guideline or standard.

ARTICLE XV
ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

Section 15.01 In order to fulfill its roles, duties and responsibilities effectively, the Board may contact and have discussions with the Company's external auditors and the Company's officers and employees, as well as request Company information and documentation from these persons.

Section 15.02 The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Board may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.

ARTICLE XVI
NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Board's flexible governance framework. While this Charter should comply with all Applicable Law, as well as the Company's constituting documents, including articles and by-laws, this Charter does not create any legally binding obligations on the Board, any Committee, any director or the Company.

ARTICLE XVII
EFFECTIVE DATE

This Charter was implemented by the Board on July 13, 2015.