



Liminal
BioSciences



HR & Corporate Governance Committee Charter

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Purpose

The Board of Directors (the “**Board**”) of Liminal BioSciences Inc. (the “**Company**”) is ultimately responsible for the stewardship of the Company, which means that it oversees the direction of the Company’s business and affairs delegated to the Chief Executive Officer and the other officers of the Company. To fulfill this role, the Board may delegate certain responsibilities to the HR & Corporate Governance Committee (the “**Committee**”).

Responsibilities and Duties with Respect to Human Resources and Compensation

1. Review and approve short and long-term corporate objectives relevant to the compensation of the CEO. Evaluate CEO performance in meeting these objectives and making recommendations to the Board with respect to the CEO’s compensation level. The CEO may not be present during the voting or deliberations regarding his or her compensation.
2. Make recommendations to the Board regarding the design and implementation of incentive-compensation and equity-based plans.
3. Make recommendations to the Board with respect to the compensation of non-CEO officers and director compensation.
4. Perform any other activities consistent with the responsibilities and duties relating to compensation.

5. Review the Company's executive compensation disclosure before the Company publicly discloses this information.
6. Ensure that appropriate mechanisms are in place regarding succession planning for the CEO.
7. Through the Committee Chair, coordinate and provide input for agendas and meeting schedules and communicate with management to ensure materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities.
8. Prepare Committee reports to the Board on a quarterly basis, or more frequently, if the need arises.

Responsibilities and Duties with Respect to Corporate Governance

Board of Directors

1. Assess the size and composition of the Board and its committees to promote effective analysis and decision making and making recommendations to the Board in connection therewith.
2. Develop and review the criteria for selecting directors by regularly assessing the competencies, skills, personal qualities, availability, gender diversity, business background and diversified experience of the directors corresponding to the Company's changing circumstances and needs, and ensuring the planned retirement of directors as necessary to maintain an optimal mix of skills, competencies, recent experience and contact-networks to maintain an optimal balance thereof.
3. Identify candidates with the right skills for the positions(s) to be filled on the Board and who can devote sufficient time and resources to their duties as directors.

4. Recommend candidates identified by the Committee to the Board for election at the next annual meeting of shareholders.
5. Make recommendations to the Board with respect to the composition of the committees of the Board, the nomination of their Chair and the Lead Independent Director.
6. Review annually the mandate of the Board, the mandate of the Committee, the mandate of the Chairs of the Committees, the position description of the Lead Independent Director and the position description of the Chief Executive Officer.
7. Coordinate and provide, through the Committee Chair, input for agendas and meeting schedules and communicate with management to ensure materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities.
8. Develop and review an appropriate procedure, in collaboration with the Lead Independent Director, to periodically, and at least annually, evaluate the performance of the Board and its committees, the Chair of the Board, the Chair of the Committees, each Director and the Chief Executive Officer.

Governance Rules & Disclosures

9. Review annually with management and counsel, the Company's system of governance against applicable laws, regulation, and industry specific standards and practices if any, including any securities regulatory authority or stock exchange guidelines applicable to the Company; and make any recommendations to the Board deemed appropriate or necessary for good governance practices.
10. Establish appropriate structures, procedures and effective systems of governance as approved by the Board or as required by applicable legislative rules and industry specific standards and practices.
11. Oversee the implementation of the Company's corporate governance practices and monitor their efficacy.

12. Review the Company's annual disclosure of its corporate governance practices which is communicated to the shareholders in accordance with all relevant laws and regulations and industry-specific standards and practices.
13. Keep records of its activities, meetings, etc., at the office of the Corporate Secretary, and report periodically to the Board on its activities and make recommendations as deemed appropriate.
14. Develop and monitor, in consultation with the Board Chair, the Company's continuing education programs for directors.

Policies

15. Review annually the Code of Ethics and Business Conduct and recommend for approval by the Board.
16. Consider any requests for waivers from the Code of Ethics and Business Conduct and disclose such waivers in compliance with laws and regulations, as applicable.
17. Review annually the Whistleblowing Policy, the Insider Trading Policy and any other policies of the Company as deemed appropriate and recommend same for approval by the Board.
18. Review and assess the adequacy of this charter annually, including the Committee's role and responsibilities outlined herein, and recommend any proposed changes to the Board for its consideration.

Other

19. Review and discuss with management any conflicts of interest raised by the work of any Consultant (as defined below) retained by the Committee or management and how such conflict is being addressed, and prepare any necessary disclosure in the Company's public disclosure documents in accordance with applicable law, including Canadian securities laws and Securities and Exchange Commission rules and regulations, and the rules and policies of any stock exchange on which any of the Company's capital stock is listed, including the The Nasdaq Stock Market LLC.

20. Perform any other activities and have such other powers as the Committee or the Board deems necessary or appropriate and which are consistent with its mandate, the Company's constituting documents and governing laws.

Resources and authority of the Committee

The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors, experts and consultants (collectively, "**Consultants**") as the Committee deems necessary or appropriate for carrying out its duties under this charter. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of Consultants. Such Consultants shall report directly, and be accountable, to the Committee.

When appointing or receiving advice from Consultants relating to compensation matters ("**Compensation Consultants**"), the Committee shall assess the independence of such person taking into consideration certain independence factors in accordance with The Nasdaq Stock Market LLC Listing Rule 5605(d)(3) or the requirements of any stock exchange on which any of the Company's capital stock is listed (the "**Independence Factors**"). However, nothing in this provision requires that any Compensation Consultants be independent, only that the Committee consider the Independence Factors before selecting, or receiving advice from, a Compensation Consultant. Unless required by applicable law, the Committee need not conduct this independence assessment with respect to:

- (a) the Company's in-house legal counsel; or
- (b) any Compensation Consultant whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Consultant and about which the Compensation Consultant does not provide advice.

The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Consultant retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any Consultant or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

Nothing contained in the above mandate is intended to assign to the Committee the Board responsibility to ensure the Company's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Committee.

Composition

The Committee shall be comprised of a minimum of three (3) and a maximum of six (6) directors, and shall be appointed by and serve at the discretion of the Board following the Annual General Meeting to serve on the Committee until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs. Any member may be removed from office or replaced at any time by the Board. Vacancies occurring on the Committee shall be filled by the Board.

All members of the Committee shall satisfy, as determined by the Board, requirements imposed by (i) applicable Canadian securities laws, including the independence requirements of National Policy 58-201 – *Corporate Governance Guidelines*, (ii) the rules and policies of any stock exchange on which any of the Company's capital stock is listed, including Nasdaq, including the independence requirements imposed by Nasdaq, as applicable to compensation committee members, as in effect from time to time, when and as required by such rules and policies, including any phase-in periods permitted by these requirements, (iii) any other qualifications determined by the Board from time to time, (iv) the "non-employee director" standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time and (v) any other requirements imposed by applicable law. All members of the Committee must also have relevant experience matters of compensation.

Any subsequent determination that any member of the Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Committee, except to the extent required by law or determined to be appropriate to satisfy regulatory standards.

The Committee’s chairperson shall be appointed by the Board, or if the Board does not do so, the Committee members shall designate a chairperson by vote of a majority of the full Committee.

Meetings

The Committee shall meet on a quarterly basis and as circumstances dictate. Any member of the Committee or the Board may call a meeting of the Committee. The Committee may ask members of management or others to attend the meeting and provide pertinent information as required. Quorum will consist of at least two (2) members.

Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Corporate Secretary of the Company promptly after each meeting. The chairperson of the Committee shall report to the Board from time to time and whenever requested to do so by the Board.