Green Thumb

GREEN THUMB INDUSTRIES INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Adopted Effective July 9, 2026

This charter (the "Charter") governs the operations of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Green Thumb Industries Inc. (the "Company"). The Board has determined that the Committee shall assist the Board in fulfilling certain of the Board's oversight responsibilities. The Board hereby adopts this Charter to establish the governing principles of the Committee.

I. PURPOSE

The purpose of the Committee shall be to:

- Identify, screen and recommend qualified candidates for nomination or appointment to the Board, including candidates recommended by shareholders;
- Periodically review and recommend any changes to the Company's Corporate Governance Guidelines, as appropriate;
- Oversee an annual evaluation process for the Board and its committees;
- Review the structure and composition of the Board and its committees, and recommend changes thereto to the Board, as appropriate; and
- Monitor the Company's corporate governance practices to ensure the Board functions effectively and in the best interests of the Company's shareholders.

II. MEMBERSHIP

The Committee shall consist of not less than two (2) directors as appointed by the Board. Members may be removed by the Board in its discretion and vacancies resulting from resignation or removal shall be filled by the Board. Each member of the Committee shall be independent as defined by the New York Stock Exchange or, if the Company's shares are listed on another U.S. national securities exchange, as defined by such exchange (as applicable, the "Exchange") for the purpose of this Charter and as defined by National Policy 58-101 – Corporate Governance Guidelines, as well as required under other applicable securities laws and exchange requirements. Unless a chair of the Committee (the "Chair") is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee. The Chair will preside at each Committee meeting. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair for such meeting.

III. PROCEDURE

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings may be held in person or by means of a conference telephone or other electronic technology allowing all persons participating in the meeting to hear each other at the same time. The Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action. The Committee may act by unanimous consent without a meeting. The Committee may also delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. DUTIES, RESPONSIBILITIES AND AUTHORITY

The Committee shall provide assistance to the Board in fulfilling its responsibilities relating to corporate governance, corporate social responsibility and the quality and integrity of members of the Board and its committees. In particular the Committee shall:

A. Establish criteria for selecting new members of the Board;

B. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others, consistent with criteria approved by the Board;

C. Review the background and qualifications of potential director candidates, including, but not limited to: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest, applicable listing standards and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board;

D. Consider suggestions of nominees from stockholders pursuant to the procedures described in the Company's proxy statement;

E. Make recommendation 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, subject to approval by the Board;

F. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation;

G. Oversee an annual self-evaluation of the Board and all committees of the Board;

H. Conduct an annual performance evaluation of the Committee;

I. Have the sole authority, in its discretion, from time to time, to retain and terminate any search firm to assist in the identification of director candidates, including sole authority to approve the firm's fees and other retention terms;

J. Review and assess, at least annually, the Committee charter and submit changes for approval of the Board; and

K. Perform other functions as requested by the Board.

V. MEETINGS AND REPORTING RESPONSIBILITIES

The Committee shall meet as frequently as the members of the Committee in their discretion deem necessary, but at least once a year. The Committee is an arm of, and responsible to, the Board to which it directly reports. The Committee is responsible for periodically updating the Board about its activities and making appropriate recommendations. The Committee will cause to be kept adequate minutes of its meetings with the Company's records and shall report to the Board regarding its meetings. The Committee may have in attendance at its meeting other members of the Board, members of the Company's management, consultants, advisors or others as it may deem necessary.

VI. WEBSITE

When required by the Exchange, this Charter shall be placed on the Company's website.

This Charter may be amended or modified only by the Board.