

EXECUTIVE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

MEDICURE INC. (the “Company”)

GENERAL FUNCTION, AUTHORITY, AND ROLE

The purpose of the Executive Compensation, Nominating and Corporate Governance Committee (the “Committee”) is:

1. to assist the Board of Directors of the Company (the “Board”) in establishing and reviewing the general compensation arrangements of the Company and the specific compensation of its executive officers.
2. to assist the Board in evaluating its performance and those of its members and the adherence by each of the Audit and Finance Committee, the Executive Compensation, Nominating and Governance Committee and any other committees of the Board to their respective charters, to review on an annual basis the corporate governance policies and procedures of the Company including the Code of Ethics and to perform such functions as the Code of Ethics may designate as functions of the Committee.

MEMBERSHIP

The membership of the Committee shall consist of:

At least three members of the Board, appointed from time to time, each of whom is affirmatively confirmed as independent by the Board in accordance with the definition of independence set out in Appendix I of the Audit and Finance Committee Charter, with such confirmation disclosed in the Company's Management Information Circular for its annual meeting of shareholders.

The members of the Committee shall meet all independence requirements of the TSX Venture Exchange, and the requirements of such other securities exchange or quotation system or regulatory agency as may from time to time apply to the Company.

The Board will elect, by a majority vote, one member as chairperson (the “Chair”). In the absence of the Chair of the Committee, the members shall appoint an acting Chair. Members shall serve at the pleasure of the Board and for such terms as the Board may determine.

Any member of the Committee may be removed and replaced at any time by the Board and will automatically cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies in the Committee by election from among the members of the Board. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

A quorum shall be a majority of the members provided that if the number of Committee members is an even number, one half of the number plus one shall constitute a quorum.

A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board, or any other Board committee, accept any consulting, advisory, or other compensatory fee from the Company, and may not be an affiliated person of the Company or any subsidiary thereof.

GENERAL RESPONSIBILITIES

The responsibilities of the Committee are as follows:

Meetings

The Committee shall meet not less than once a year and as often as the Chair of the Committee deems necessary to discharge its roles and responsibilities.

The Committee shall be governed by the same rules regarding meetings (including meetings by teleconference or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings, as it deems appropriate, consistent with the maintenance of the confidentiality of its deliberations. No member of the Company's senior management, including the Chief Executive Officer, may be present during any portion of a meeting where that person's performance, compensation or any matter arising from the implementation of the Code of Ethics insofar as it applies to that person, is discussed and determined.

Reporting Responsibilities

The Committee shall:

- provide to the Board proper Committee minutes, which shall be maintained with the records of proceedings of the Board;
- report Committee actions to the Board with such recommendations as the Committee may deem appropriate at least once a year; and,
- prepare and deliver an annual report to the Company's shareholders on executive compensation.

Committee and Charter Evaluation

At least annually, the Committee shall evaluate the performance of the Committee, review and reassess this charter and, as appropriate, recommend changes to the Board for approval.

Other General Responsibilities

The Committee shall:

- perform such functions as may be assigned by law, by the Company's certificate of incorporation, memorandum, articles or similar documents, or by the Board;
- undertake such other initiatives as are needed necessary or desirable to assist the Board in providing efficient and effective corporate governance for the benefit of shareholders; and,
- review this charter at least annually and, as deemed necessary or desirable, recommend amendments to the Board.

SPECIAL RESPONSIBILITIES

(A) Executive Compensation and Nomination of Directors

Policies and Corporate Goals and Performance

The Committee shall:

- develop and periodically review compensation policies and practices applicable to executive officers employed by the Company, including the criteria upon which executive compensation is based, the specific relationship of corporate performance to executive compensation and the

composition in terms of base salary, deferred compensation and incentive or equity-based compensation and other benefits;

- review and approve corporate goals and objectives relevant to the compensation of the Company's CEO and other executive officers employed by the Company;
- evaluate the performance of the CEO and other executive officers employed by the Company in light of the approved corporate goals and objectives;
- assist the Board in evaluating potential candidates for executive positions, including CEO, and to oversee the development of executive succession plans; and,
- identify individuals qualified to become new members of the Board and recommend to the Board new director nominees for the next annual meeting of shareholders.

Independent Services

If deemed necessary, upon the approval of the Board, the Committee may engage independent services for the provision of appropriate industry compensation data and trends.

Compensation of Executive Officers and Chairman of the Board

The Committee shall determine the salary and benefits of the executive officers and Chairman of the Board, subject to the terms of existing contractual arrangements.

General Compensation

The Committee shall:

- based on recommendations of the Chief Executive Officer, determine the general compensation structure and policies and programs for the Company such that the Company is able to award, attract and hold key personnel;
- administer the Company's stock option plan (and other equity-based plans) and determine their use, from time to time, as a form of incentive compensation for service providers;
- determine and recommend any other incentive/compensation plan from time to time;
- review and make recommendations to the Board on issues that arise in relation to any employment contract in force from time to time;
- review annually all other benefits programs for salaried personnel; and,
- review and approve severance arrangements for executive officers.

(B) Corporate Governance

Director Assessment

The Committee shall:

- conduct an annual evaluation of the performance of the Board, including individual directors, and oversee the functioning of the Board, including the orientation and integration of new members of the Board;
- identify and recommend individuals for nomination to the Board and its committees; and,

- periodically review the compensation paid to non-employee directors for annual retainers (including the Chairpersons of the Board and its Committees) and meeting fees, if any, and make recommendations to the Board for any adjustments.

Committee Assessment

The Committee shall assess the Board's committee structure on an ongoing basis and recommend changes where appropriate.

Governance and Nominating Matters

- Develop and enforce policy in the area of corporate governance and the practices of the Board in light of the Company's particular circumstances, the changing needs of investors and the Company, and changes in corporate governance guidelines.
- Prepare and recommend to the Board annually a Statement of Corporate Governance Practices to be included in the Company's annual report or information circular and ensure that such disclosure is complete and provided in accordance with the regulatory requirements.
- Monitor developments in the area of corporate governance and the practices of the Board and advise the Board accordingly.
- Review, on a periodic basis, the size and composition of the Board and its committees and make appropriate recommendations to the Board.
- Adopt a process for determining what competencies and skills the Board as a whole should have, and apply this result to the recruitment process for new directors.
- Identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual meeting of shareholders.

In making its recommendations, the Committee should consider:

- (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (b) the competencies and skills that the Board considers each existing director to possess; and,
 - (c) the competencies and skills each new nominee will bring to the boardroom.
- Recognize that shareholding by Directors is appropriate in aligning Director and shareholder interests.
 - Assume responsibility for nominating matters, including identifying and reporting to the Board with respect to appropriate candidates for nomination to the Board, recognizing that:
 - (a) The Board composition must comply with the requirements of the TSX Venture Exchange, and the Board should annually disclose whether it complies with these requirements and provide an analysis of the relevant TSX Venture Exchange principles in support of this conclusion;
 - (b) the full Board should engage in a disciplined process to determine, in light of the opportunities and risks facing the Company, what competencies, skills and personal qualities it should seek in new members for the Board in order to add value to the

Company, and the results of such discussion should provide a framework for the Committee in developing a list of candidates;

- (c) the Committee should actively look beyond traditional sources in seeking out men and women with the right mix of experience and competencies to serve as directors;
 - (d) the Committee should ensure that prospective candidates fully understand the role of the Board and the contribution they are expected to make, including in particular the commitment of time and energy that the Company expects of its Directors; and,
 - (e) the desirability of providing for a strong Chairman should be a consideration in recruiting new members for the Board.
- Review credentials of existing members of the Board to assess their suitability for re-election.
 - Establish procedures for, and approve and ensure provision of, (i) an appropriate orientation program for new recruits to the Board describing the Company's business as well as the expectations and responsibilities of directors; and (ii) a continuing education program for all members of the Board.
 - Ensure members of the Board are aware of the principal risks of the Company's business.
 - Develop a communications policy for the Company that includes a framework for investor relations, a public disclosure policy and a description of the Company's internal control and management information systems.
 - Develop, implement and maintain appropriate policies with respect to disclosure, confidentiality and insider trading.
 - Establish procedures for the Board to receive feedback from external stakeholders.
 - Consider and, if thought fit, approve requests from individual Directors or Board committees for an engagement of special outside advisors at the expense of the Company.

Recommend procedures to permit the Board to meet on a regular basis without management present.

Relationship Management

The Committee shall:

- Oversee the relationship between management and the Board and to recommend improvements in such relationship to the Board;
- review periodically the compliance with and enforcement of the corporate governance guidelines by the Company's senior executives; and,
- recommend to the Board as appropriate and oversee the conduct of any internal investigations of the conduct of senior executives of the Company other than an investigation commenced by the Audit and Finance Committee within the scope of the Audit and Finance Committee's responsibilities.

Annual Reviews and Recommendations

The Committee shall review:

- the size and composition of the Board and Committee structure/function, with a view to promoting effectiveness and efficiency;
- the committees of the Board, their charters, mandates and responsibilities and the allocation of Directors to the committees;
- the compensation of the Directors in light of time commitments, comparative fees, risks and responsibilities;
- the directorships and other positions held by the Company's Directors and Officers in other organizations; and,
- the Chairperson of the Board and the appropriateness of the duties and responsibilities of the Chairperson of the Board.

Adoption of Charter

This charter was originally adopted by the Board on August 23, 2004 and revised on January 17, 2012.