

## FIRE & FLOWER HOLDINGS CORP.

### POSITION DESCRIPTION – LEAD INDEPENDENT DIRECTOR OF THE BOARD OF DIRECTORS

#### 1. Appointment

The Lead Independent Director is appointed annually by the independent members of the board of directors (the “**Board**”) of Fire & Flower Holdings Corp. (the “**Corporation**”) in the absence of an independent chair of the Board (the “**Chair**”), and reports to the Board. The designation of the Lead Independent Director shall take place at the first meeting of the Board after a meeting of the shareholders at which directors are elected, for a term lasting until the first meeting of the Board following the next meeting of the shareholders at which directors are elected, provided that if the designation is not so made, the director who is then serving as Lead Independent Director, if any, shall continue as Lead Independent Director until his or her successor is appointed.

The office of Lead Independent Director is to be vacated if:

- (a) the Lead Independent Director resigns (which resignation shall become effective upon the Lead Independent Director delivering a written resignation to the Chair);
- (b) upon the death of the Lead Independent Director; or
- (c) by resolution of the Board removing the Lead Independent Director from office.

#### 2. Responsibility

The Lead Independent Director is responsible for assisting the Chair in leading the Board to carry out its mandate. The Lead Independent Director shall assist the Chair in fulfilling his or her duties, facilitate the functioning of the Board independently of the Corporation’s management and maintain and enhance the quality of the Corporation’s corporate governance practices.

#### 3. Specific Duties

The Lead Independent Director’s duties and responsibilities are to:

- (a) assist the Chair in fulfilling his or her responsibilities;
- (b) provide independent leadership to the Board, including to assist the Board in understanding its obligations as a Board and, in particular, the requirement for the Board to operate independently of management;
- (c) in the absence of the Chair, where the Chair has excused himself or herself due to any potential conflict or when the Board determines the Lead Independent Director should do so, chair meetings of the Board;
- (d) maintain a liaison between the Chair, chairs of committees of the Board (“**Committee Chairs**”) and the independent directors, particularly on sensitive issues and be available to independent directors who have concerns that cannot be addressed through the executive Chair;
- (e) chair in camera portions of Board meetings, held in the absence of management and non-independent directors, and meetings of the independent directors;

- (f) at meetings chaired by the Lead Independent Director, perform all appropriate duties requested by the directors and ensure follow-up action requested and approved is pursued as necessary;
- (g) cooperate with the Chair and management in setting the frequency of Board meetings, and, when he or she deems it necessary, convene meetings of the independent directors, or the full Board with the concurrence of at least one other director;
- (h) provide input to the Chair and the chief executive officer of the Corporation, as applicable, regarding the preparation of Board meeting agendas, and, in the absence of the Chair, prepare agendas of Board meetings and meetings of the independent directors;
- (i) collaborate with the Chair in communicating periodically with Committee Chairs regarding the activities of their respective committees; and
- (j) perform other functions as may be reasonably requested by the Board or the executive Chair.

Approved by the Board on October 15, 2019