

**NOVA CANNABIS INC.
BOARD OF DIRECTORS
MAJORITY VOTING POLICY FOR DIRECTOR ELECTIONS**

The Board of Directors of Nova Cannabis Inc. (the "**Company**") is committed to fulfilling its mandate to supervise the management of the business and affairs of the Company. The Board of Directors has, in light of best practice standards in Canada, unanimously adopted this statement of policy providing for majority voting in director elections where an "uncontested election" of Directors is held.

In an uncontested election of Directors, all nominees for Director shall be voted on separately, and any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "**Majority Withhold Vote**") shall promptly tender his or her resignation to the Chair of the Board of Directors following the meeting at which the Director is elected, such resignation to be effective upon acceptance by the Board of Directors. In the event that any Director who received a Majority Withhold Vote does not tender his or her resignation in accordance with this Policy, he or she shall not be re-nominated by the Board of Directors and shall not be entitled to any benefits (financial or otherwise) of a Director or past Director of the Company. In this policy, an "uncontested election" shall mean an election in which the number of nominees for Director shall be equal to the number of Directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

In the event of a Majority Withhold Vote, the governance committee, or such other special committee appointed by the Company which is responsible for the appointment of Directors (the "**Committee**"), shall promptly consider such tendered resignation and recommend to the Board of Directors the action to be taken with respect to such tendered resignation. The recommendation of the Committee may be to: (i) accept the resignation; or (ii) reject the resignation. If the Committee recommends that the Board of Directors accept the tendered resignation, the Committee shall also recommend to the Board of Directors whether to fill the vacancy resulting from the resignation or to reduce the size of the Board of Directors.

In considering a tendered resignation, the Committee is expected to recommend, and the Board of Directors shall accept, the resignation to the Board of Directors except in exceptional circumstances. In determining whether to recommend acceptance or rejection of the tendered resignation by the Committee and, in the case of the Board of Directors whether to accept the resignation, the Committee and Board of Directors are authorized to consider all factors it deems relevant to the best interests of the Company, including without limitation: (i) any stated reasons why shareholders withheld their vote with respect to the subject Director; (ii) what the Committee believes to be the underlying reasons for the Majority Withhold Vote, including whether these reasons relate to the incumbent Director's performance as a Director, whether these reasons relate to the Company or another company, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares represented by votes cast and withheld from voting on the election of the subject Director; (iv) the tenure and qualifications of the Director; (v) the Director's past and expected future contributions to the Company; (vi) the other policies of the Company; (vii) the overall composition of the Board of Directors, including whether

accepting the resignation would cause the Company to fail to meet any applicable securities laws and rules of relevant securities commissions and the Toronto Stock Exchange ("TSX") or the TSX Venture Exchange ("TSXV"), as applicable; and (viii) whether the resignation of the Director could result in the triggering of change in control or similar provisions under any contract by which the Company is bound or any benefit plan of the Company and, if so, the potential impact thereof.

Any Director who tenders his or her resignation pursuant to this policy shall not participate in any meeting of the Committee or meeting of the Board of Directors at which his or her resignation is considered. However, such Director shall remain active and engaged in all other Committee (if a member or in the normal course) and Board of Directors' activities, deliberations and decisions during this Committee and Board of Directors' process. If each member of the Committee received a Majority Withhold Vote at the same election, or a sufficient number of committee members such that the Committee no longer has a quorum, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them, provided that if the only Directors who did not receive Majority Withhold Votes in the same election constitute three or fewer Directors, all Directors may participate in the determination of whether or not to accept the resignation offers of other Directors but in no event will individual Directors participate in the portion of the meeting where his or her individual resignation is considered.

The Board of Directors shall act on the Committee's recommendation within 90 days following the date of the applicable meeting. In considering the Committee's recommendation, the Board of Directors will consider the factors considered by that Committee and such additional information and factors that the Board of Directors considers to be relevant. Following the Board of Directors' decision on the resignation, the Board of Directors shall promptly disclose its decision whether to accept the Director's resignation offer including the reasons for rejecting the resignation offer, if applicable, via press release, which press release will also be provided to the TSX or the TSXV, as applicable. If a resignation is accepted, the Board of Directors may: (i) leave the resultant vacancy in the Board of Directors unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a Director whom the Board of Directors considers to merit the confidence of the shareholders of the Company; or (iii) call a meeting of the shareholders of the Company to consider the election of a nominee recommended by the Board of Directors to fill the vacant position.

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part, or adopt a new policy relating to Director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. The Board of Directors will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board of Directors in good faith will be final, conclusive and binding.