

POSITION DESCRIPTION FOR THE LEAD DIRECTOR

NOVA CANNABIS INC.

Effective as and from June 21, 2021

INTRODUCTION

The lead independent director (the "**Lead Director**") of the board of directors (the "**Board**") of Nova Cannabis Inc. (the "**Corporation**") is appointed by, reports to and serves at the pleasure of, the Board.

The primary responsibility of the Lead Director is to ensure that the Board acts independently of management of the Corporation or other interests.

The Lead Director must be fully independent, within the meaning of independence as described in Section 1.4 of National Instrument 52-110 – *Audit Committees*.

The Lead Director is expected to maintain frequent communication with the Chair of the Board (the "**Chair**"), the Chief Executive Officer (the "**CEO**"), other directors ("**Directors**") and the corporate secretary ("**Corporate Secretary**"). The Board will appoint a Lead Director when the Chair is not an independent director.

MANDATE

The Lead Director's specific duties and responsibilities include, but are not limited to, the following:

1. ensure that all Directors have an independent contact on matters of concern to them and ensure that the Board successfully discharges its fiduciary duties;
2. together with the Chair, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Directors, including periodic meetings of independent directors without management present;
3. organize and chair meetings of the independent members of the Board and act as the primary liaison between the independent Directors and the Chair and between the independent Directors and the CEO;
4. where the Lead Director deems it necessary or desirable, the Lead Director may call meetings of the Board, or the independent Directors alone, set the dates for any meeting of the Board and compel the Corporation to provide such information to the Directors as the Lead Director, in his or her discretion, deems appropriate;
5. in the absence of the Chair, act as chair of meetings of the Board;
6. provide guidance on and monitor the independence of each Director to ensure the independence of the Board;
7. provide leadership to the Board if circumstances arise in which the Chair may be, or may be perceived to be, in conflict, whether by holding joint roles or otherwise, lead the Board in monitoring and evaluating the performance and accountability of the CEO and, together with the Chair and CEO, assess the effectiveness of the senior management team below the level of CEO;
8. ensure that functions delegated to Board committees are carried out as represented and results are reported to the Board;
9. ensure that the Board has adequate processes in place for monitoring and evaluating the performance and accountability of the Chair and the CEO;

10. work with the Chair and CEO, including helping to review strategies, define issues, maintain accountability and build relationships;
11. together with the Chair, maintain communication with all Directors and Board committee chairs, coordinate input from Directors, and optimize the effectiveness of the Board and its committees;
12. act as the principal sounding board, counsellor and confidant for the Chair and CEO, including providing assistance on major policy issues such as acquisitions, divestitures, and new strategic alternatives;
13. in conjunction with a designated corporate governance committee of the Board (the "**Corporate Governance Committee**"), if any, facilitate the review and assessment of individual Director attendance, performance, and the size, composition and overall performance of the Board and its committees;
14. in collaboration with the Chair and the Corporate Secretary, ensure that information requested by Directors or Board committees is provided and meets their needs; and
15. together with the Chair, ensure the Directors are alert to their obligations to the Corporation, shareholders, management, other stakeholders, and pursuant to applicable law.

REVIEW

The Corporate Governance Committee, with input from all other Directors, will review this position description at least annually, or at shorter intervals where circumstances warrant, to determine if further additions, deletions or amendments are required.