

**SUNDIAL GROWERS INC.  
MANDATE OF THE COMPENSATION COMMITTEE**

**Effective as and from July 31, 2019**

**ROLE AND OBJECTIVE**

The compensation committee's (the "**Committee**") primary role is to assist the board of directors (the "**Board**") of Sundial Growers Inc. (the "**Corporation**") in meeting their responsibilities to the Corporation by reviewing and, as appropriate, approving:

1. Overall human resource policies, trends and/or organizational issues including in respect of recruitment, performance management, compensation, benefit programs, resignations/terminations, training and development, succession planning and organizational planning and design.
2. The evaluation process and compensation structure for the officers of the Corporation (the "**Officers**"), and, in consultation with the chief executive officer (the "**CEO**"), reviewing the performance of the other Officers in order to make recommendations to the Board with respect to the compensation for each Officer.
3. In consultation with the Board, an annual performance review of the CEO, and the CEO's appraisal of the Officers' performance. The Committee shall review and provide recommendations to the Board on the compensation of the CEO.
4. Executive compensation disclosure prior to the Corporation publicly disclosing this information.
5. Employment contracts or other major agreements for the Corporation's employees.
6. In the course of overseeing the implementation and administration of the incentive and equity-based compensation plans of the Corporation, the Committee will, where appropriate, make recommendations to the Board regarding the adoption, amendment or termination of such plans.

**COMPOSITION**

1. The Committee shall be composed of at least three individuals appointed by the Board from amongst its members, all of whom shall be independent within the meaning of Section 1.4 of *National Instrument 52-110 Audit Committees*.
2. The Board shall annually appoint a chair to the Committee (the "**Chair**").
3. The secretary to the Board or another individual as selected by the Committee shall act as secretary of the Committee (the "**Secretary**").
4. A quorum shall be a majority of the members of the Committee.
5. Members should have or obtain sufficient knowledge of the Corporation's human resource policies and procedures including, but not limited to, the compensation and benefit plans and pension plans to assist in providing advice and counsel on human resource issues.

## **MEETINGS**

1. The Committee shall meet at least four times per year and/or as deemed appropriate by the Chair.
2. Effective agendas, with input from management, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
3. Minutes of each meeting shall be prepared by the Secretary to the Committee.
4. The CEO shall be available to attend at all meetings of the Committee upon invitation by the Committee.
5. Members of senior management as well as individuals representing human resources and such other staff as appropriate to provide information to the Committee shall attend meetings upon invitation by the Committee.

## **REPORTING AND AUTHORITY**

1. Following each meeting, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).
2. Supporting schedules and information reviewed by the Committee shall be available for examination by any director of the Corporation.
3. The Committee shall have the authority to investigate any human resource activity of the Corporation and may request any employee to cooperate.
4. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Corporation.
5. The Committee shall annually review this mandate and make recommendations to the Board as to proposed changes.