

**SUNDIAL GROWERS INC.
MANDATE OF THE OPERATIONS AND CAPITAL COMMITTEE**

Effective as and from November 27, 2019

ROLE AND OBJECTIVE

The Operations and Capital 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. the Corporation's financial strategy and capital structure, including optimizing the Corporation's debt to equity ratio and assessing current and future requirements for additional capital, and assisting the Corporation with its access to capital, as required;
2. the Corporation's negotiations with current and future secured lenders, unsecured lenders and other creditors and other financial advisors, including investment banks;
3. the Corporation's financial efficiencies including ongoing review of its cost structure and cost controls;
4. in the course of conducting its duties the Committee will, where appropriate, work with the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") in reviewing and assessing matters relating to its mandate in order to make appropriate assessments and recommendations to the Board; and
5. in the course of conducting its duties the Committee will, where appropriate, make recommendations to the Board regarding the adoption or implementation of any of its recommendations.

COMPOSITION

1. The Committee shall be composed of at least three individuals appointed by the Board from amongst its members, one of whom shall be the chair of the Audit Committee of the Board.
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 financial statements in their entirety to assist in providing advice and counsel in an ongoing manner on all matters referred to herein.

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 and CFO 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 the financial team 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 Chair 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.
3. The Committee shall undertake annually a review of the mandate of the Board and its committees and make recommendations to the Board as to proposed changes.
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.