

**SUNDIAL GROWERS INC.**  
**Executive Officer and Non-Executive Director**  
**Share Ownership Guidelines**

**Effective as and from September 25, 2019** (the “**Effective Date**”)

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) Sundial Growers Inc. (the “**Corporation**”) has determined that, to further align the long-term interests of the Corporation’s shareholders and its senior executives and non-executive directors, it is in the best interest of the Corporation to require its senior executives and non-executive directors to maintain significant direct ownership in the Corporation’s equity-based securities. As a result, the Committee has adopted these Executive Officer and Non-Executive Director Share Ownership Guidelines (these “**Guidelines**”) to provide for an appropriate level of equity ownership.

**Definitions**

In addition to terms defined elsewhere in these Guidelines, the following terms shall have the meanings set forth below.

“**Commencement Date**” means the later of: (a) the subject individual’s Election/Hire Date; and (b) the Effective Date.

“**Common Share Equivalents**” means vested and unvested restricted or deferred share units in the capital of the Corporation, and does not include stock options or common share purchase warrants.

“**Common Shares**” means common shares in the capital of the Corporation.

“**Election/Hire Date**” means: (a) for a non-executive director, the date of his or her first election to the Board; and (b) for an officer of the Corporation, his or her date of hire as, or promotion to, an officer of the Corporation.

“**Guideline Securities**” means Common Shares and Common Share Equivalents, in each case which are:

- (a) owned directly by an officer/director or his or her immediate family members residing in the same household;
- (b) held in trust for the benefit of an officer/director or his or her immediate family members residing in the same household; or
- (c) owned by a partnership, corporation or other entity to the extent of an officer/director’s interest therein (or the interest therein of his or her immediate family members residing in the same household), but only if the officer/director has or shares power to vote and dispose of the subject securities.

“**NEO**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6), for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

### **Executive Officer Share Ownership Guidelines**

Each of the following officers of the Corporation (the “**Executive Officers**”) are required to have Guideline Securities having an aggregate value at least equal to:

- three times annual base salary for the Chief Executive Officer; and
- two times annual base salary for each other NEO of the Corporation.

All current Executive Officers as of the Effective Date and thereafter, newly-promoted or elected Executive Officers who become subject to the above share ownership requirements will have five years from the Commencement Date to reach the minimum ownership requirements for the position into which they are promoted. If an Executive Officer becomes subject to a greater ownership amount, due to promotion or an increase in base salary, the Executive Officer will be expected to meet the higher ownership amount within the later of (i) the original five-year period or (ii) three years from the effective date of the promotion or base salary change.

### **Non-Executive Director Share Ownership Guidelines**

Each non-executive director is required within five years following his or her Commencement Date, to have Guideline Securities having an aggregate value at least equal to three times the amount of the annual Board retainer that the Corporation then provides to such director for service on the Board, including the value of any equity-based consideration. Non-executive directors are subject to these Guidelines for as long as they continue to serve on the Board.

### **Determination Date**

For purposes of determining compliance with these Guidelines, the aggregate value of the Guideline Securities required for each applicable year shall be determined as of January 2<sup>nd</sup> of such year (or if such date is not a trading date, the next trading date) (the “**Determination Date**”) based on the closing price of the Common Shares as reported on the Toronto Stock Exchange or any other exchange on which the Common Shares are traded, as applicable, for the fiscal year ended immediately prior to such Determination Date.

### **Hardship Exceptions**

There may be rare instances in which compliance with these Guidelines would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce or settlement. In these instances, the Committee will evaluate whether exceptions to these Guidelines should be made. If an exception is granted in whole or in part, the Committee will, in consultation with the individual, develop an alternative share ownership plan that reflects both the intention of these Guidelines and the individual's particular circumstances. Any such granted exception and alternative share ownership plan shall be deemed to be consistent with these Guidelines and shall not be deemed a waiver.

### **Failure to Meet Ownership Requirement**

Failure to meet or show sustained progress toward meeting the ownership requirements set forth in these Guidelines may result in a reduction in future short and long term incentive grants. Such failure may also result in the Board determining that the subject individual's continuation in his or her position with the Corporation is inappropriate. Executive officers and non-executive directors are encouraged to retain

Common Shares issued on exercise or settlement of equity-based awards until the ownership requirements set forth in these Guidelines are met.

**Reduction in Share Valuation**

Should there be a significant reduction in share value caused by market fluctuations that results in a previously met ownership criteria dropping below the ownership guideline, the subject director will have a reasonable opportunity to rectify the share position to conform to these Guidelines, as reasonably determined by the Committee.

**Amendment**

The Committee may amend these Guidelines at any time and from time to time in its sole discretion.