

SUNDIAL GROWERS INC.
Majority Voting Policy

Effective as and from September 25, 2019

The Board of Directors (the "**Board**") of Sundial Growers Inc. (the "**Corporation**") believes that each director should have the confidence and support of the securityholders of the Corporation. To that end, this majority voting policy (the "**Policy**") was recommended by the Nominating and Corporate Governance Committee (the "**Committee**") and unanimously adopted by the Board.

Policy

The election of each director nominee will be on an individual basis. Forms of proxy for the election of directors will permit a shareholder to vote "for" or "withhold" separately for each director nominee. The Chairman of the Board will ensure that the number of shares voted "for" or "withhold" for each director nominee is recorded at the shareholders' meeting and is made public promptly after the meeting. If the vote was by a show of hands rather than by ballot, the Corporation will disclose the number of shares voted "for" or "withhold" by proxy for each director nominee.

Any director nominee who receives a greater number of "withhold" votes than "for" will be required to promptly submit their resignation to the chairman of the Board, effective on acceptance by the Board.

The Committee will consider the offer of resignation and make a recommendation to the Board. The Board must accept the resignation, absent exceptional circumstances. The Board will make its decision and announce it via press release not more than 90 days after the date of the shareholders' meeting. A copy of the press release will be provided to the Toronto Stock Exchange. If the Board does not accept the resignation, the press release must fully state the reasons for that decision.

The director who tendered the resignation will not participate at any meeting of the Board or any sub-committee of the Board at which the resignation is considered and will not participate in any decisions of the Board, but may be counted for the purpose of determining whether the Board has quorum.

Subject to any corporate law restrictions and the Corporation's by-laws and articles of incorporation, each as may be amended from time to time, the Board may leave a vacancy in the Board unfilled until the next annual general meeting of shareholders. The Board may also fill the vacancy by appointing a new director who, in the opinion of the Board, merits the confidence of the shareholders, or in the event that the shareholders fail to elect the minimum number of directors, the Board may decide to call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

Contested Elections

This Policy does not apply to elections where the number of director nominees is greater than the number of seats available on the Board.