

**SUNDIAL GROWERS INC.  
TERMS OF REFERENCE FOR THE AUDIT COMMITTEE CHAIR**

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

**DEFINITIONS**

“**Audit Committee Charter**” means the charter of the Committee, adopted July 31, 2019.

“**Board**” means the Board of Directors of the Corporation.

“**Chairperson**” refers to the chairperson of the Committee.

“**CFO**” means Chief Financial Officer of the Corporation.

“**Committee**” refers to the Audit Committee of the Board.

“**Corporation**” means Sundial Growers Inc.

**INTRODUCTION**

1. The Chairperson is appointed annually by the Board for a one-year term and reports to the Board. The Chairperson may serve any number of consecutive terms.
2. The Chairperson maintains on-going communications with the chair of the Board with regard to material issues, as such issues arise from time to time.
3. The Chairperson’s primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the Audit Committee Charter.
4. The Chairperson works with the CFO to ensure an effective working relationship with Committee members.
5. The Chairperson maintains on-going communications with the CFO and with such other officers and employees of the Corporation as the Chairperson determines appropriate.
6. The Chairperson, in conjunction with the Committee, maintains ongoing communications with the Corporation’s external auditors.

**DUTIES AND RESPONSIBILITIES**

***Working With the Corporation and the Corporation's External Auditors***

The Chairperson has the responsibility to:

1. lead the Committee in overseeing the work of the Corporation’s internal financial management team and the Corporation’s external auditors;
2. lead the Committee in overseeing the integrity of the Corporation’s financial statements and financial reporting process, including the audit process and the Corporation’s internal accounting controls and procedures and compliance with related legal and regulatory requirements; and
3. report to the Board after each Committee meeting on major decisions and discussions made by the Committee.

### ***Managing the Committee***

The Chairperson has the responsibility to:

1. ensure the Committee is alert to its obligations to the Board and pursuant to applicable laws;
2. chair Committee meetings;
3. establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings shall be called by the Chairperson at the request of two members of the Committee or at the request of the Corporation's external auditors);
4. assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee members;
5. ensure the preparation and coordination of the agenda, information packages and related events for Committee meetings in conjunction with the CFO and ensure that the agenda materials are circulated to members of the Committee with sufficient time for study prior to Committee meetings;
6. maintain a liaison and communication with Committee members, other directors and the Board Chairperson to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
7. in collaboration with the CFO, ensure information requested by Committee members is provided and meets their needs; and
8. review and assess Committee attendance, performance and compensation and the size and composition of the Committee.