

SUNDIAL GROWERS INC.
MANDATE OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

July 31, 2019
Revised: September 25, 2019

ROLE AND OBJECTIVE

The nominating and corporate governance 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 to:

1. Review on an ongoing basis the effectiveness of the Board and its committees in fulfilling the mandate of the Board of Directors.
2. Develop for approval by the Board and periodically review the Corporation's approach to corporate governance matters.
3. Review and recommend to the Board for approval reports concerning the Corporation's corporate governance practices as required by any regulatory authority.
4. Act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board.
5. Develop and recommend to the Board for approval and periodically review structures and procedures designed to ensure that the Board can function independently of management.
6. Determine and recommend to the Board the appropriate size of the Board, its composition of members between independent directors and non-independent directors and minimum holdings of securities for each director.
7. Undertake an annual performance review and evaluation of the chairman of the Board and each individual director, committee chair, committee and member of senior management. Develop a process for considering the skills and competencies of the Board as a whole and its individual members, and ensure each Board member is aware of the contribution they are expected to make including the amount of time and energy expected of each director.
8. To seek new members for the Board from time to time and consider and recommend to the Board the annual nomination of directors for election by shareholders. Prospectively recruit and recommend new members to fill Board vacancies as required. New members should have competencies, skills and personal qualities that complement existing Board members in carrying out the Board's mandate.
9. Review and recommend to the Board as to the acceptance of any offer to resign of any director of the Board.
10. With the assistance of the chairs of the other committees of the Board, develop for approval by the Board and periodically review orientation and education programs for new directors.
11. Annually review and recommend to the Board the appointments to each committee of the Board and any changes to the terms of reference of the committees.
12. Review the directors and officers' insurance policy and recommend appropriate coverage levels.

13. Periodically review and monitor the Corporation's communication policy with a view to determining whether the Corporation is communicating effectively with securityholders, other stakeholders, the investment community and the public generally.
14. Establish a process for direct communications with securityholders and other stakeholders, including through the Corporation's Whistleblower Policy.
15. Review and consider the engagement at the expense of the Corporation of professional and other advisors by any individual director when so requested by any such director.
16. Conduct an annual review of the Corporation's code of business conduct and ethics and recommend to the Board any necessary or appropriate changes.
17. Review such other matters of a corporate governance nature as may be directed by the Board from time to time.

COMPOSITION

1. The Committee shall be composed of at least three directors 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 corporate governance requirements to assist in providing advice and counsel on ongoing compliance and improvements to the Corporation's governance activities.

MEETINGS

1. The Committee shall meet at least two times per year or as deemed appropriate by the Chair.
2. Agendas, approved by the Chair, shall be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
3. Minutes of each meeting shall be prepared by the Secretary and distributed expeditiously.
4. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the chief executive officer of the Corporation (the "**CEO**") by the Chair.
5. The CEO shall be available to attend at all meetings of the Committee upon the invitation of the Committee.
6. Members of management may be invited to attend any meetings.

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.