

Lead Director - Mandate

The Independent (as defined in the applicable securities laws and regulation) directors of the Board are represented by a director (the “**Lead Director**”) who is responsible to support the effective performance of the Independent directors on the Board.

The Lead Director shall be appointed in the event the Chair is not an independent director by the Board of Directors of Aphria Inc. (the “**Board**”) for a one-year term at the first meeting of the Board following the annual meeting of securityholders each year, *provided* if there is a vacancy in such office, the Chair of the Audit Committee of the Board, or if such office is also vacant, then the Chair of the Nominating and Governance Committee of the Board shall fill the vacancy, until it is filled by the Board.

1. RESPONSIBILITIES

The Lead Director has the following responsibilities:

With Respect to Independent Director Effectiveness

1. Taking all reasonable steps to ensure that the Independent directors work as a cohesive team within the Board and providing the leadership essential to achieve this.
2. Arranging for adequate resources being available to the Independent directors (timely and relevant information) to support their work.
3. Providing input to the non-independent chair on agenda items for Board meetings that are requested by Independent directors.

With Respect to Independent Director Management

4. Chairing meetings of the Independent directors (outside of Board committee work of those Independent directors).
5. Taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussions and provides adequate time for effective study and discussion of the business under consideration by the Independent directors.
6. Taking all reasonable steps to ensure that the Independent directors meet periodically without management and other non-Independent directors present.

With Respect to the Relationship Between the Board and the Independent Directors

7. Taking all reasonable steps to ensure that the expectations of the Board toward the Independent directors are clearly expressed, understood and respected.
8. Acting as liaison between the Board and the Independent directors, outside of normal Board committee mandates. This involves working closely with the non-independent Chair of the Board to ensure that the Company is building a healthy governance culture.

Dated: July 28, 2020

Approved by: Board of Directors