

Chair of the Audit Committee - Mandate

The Chair of the Audit Committee of the Board of Directors (the “**Board**”) is responsible for the effective functioning of the Audit Committee.

The Chair of the Audit Committee of the Board shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of **shareholders** each year (provided if there is a vacancy in such office, the members of the Audit Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

The Chair of the Audit Committee of the Board shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - Collaborating with the Chief Executive Officer and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - Obtaining appropriate information from management to enable the Committee to exercise their duties;
 - Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - Ensuring proper flow of information to the Committee and reviewing adequacy and timing of required documentary materials;
 - Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
 - Ensuring that the Committee has access to such members of senior management as may be required;
 - Ensuring an open and frank relationship between the Committee and the internal and external auditors;
 - Supporting the independence of the external auditor from management.
2. Discuss as necessary with **the Chair of the Nominating and Governance Committee** the skills, experience and talents required for the Audit Committee on an ongoing basis.
3. Investigate and resolve all reports and allegations concerning violations of the Code of Business Conduct and Ethics and any other allegations of wrongdoing made pursuant

to Aphria's Whistleblower Policy, or designate another member of the Audit Committee to do so.

4. Report to the Audit Committee at least annually on compliance activity.
5. Chair every meeting of the Committee and encourage a free and open discussion at the meetings.
6. Report to the Board on behalf of the Committee.
7. Attend every meeting of **shareholders** and respond to such questions from **shareholders** as may be put the Chair of the Audit Committee.
8. Carry out other duties as requested by the Board, depending on need and circumstances.

Dated: July 28, 2020

Approved by: Board of Directors