

Nominating and Governance Committee Charter

Name

There shall be a committee of the board of directors of the Corporation (the “**Board**”) of Aphria Inc. (“**Aphria**”) known as the Nominating and Governance Committee (the “**Committee**”).

Any reference to the “Compensation, Nominating and Governance Committee” in other documents shall refer to the Committee where the subject matter falls within the responsibilities of the Committee.

General Purpose

The Committee has been established to assist the Board in: (i) identifying potential nominees to the Board; (ii) assessing the effectiveness of the directors, the Board and the various committees of the Board and the composition of the Board and its committees; (iii) discharging its responsibilities regarding the compensation of the non-executive members of the Board; and (iv) developing and recommending to the Board governance principles and policies and otherwise assisting to discharge the Board’s responsibilities related to overall corporate governance of the organization.

Composition

The Committee membership shall be comprised of as many members as the Board shall determine, but in any event not fewer than three members. The Committee’s composition shall meet all applicable independence, legal and regulatory requirements. The Board shall designate the chair of the Committee (the “**Chair**”) and in so doing shall consider the recommendation of the Committee. Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board, following consultation with the Committee, may fill a vacancy at any time.

Committee Meetings

The Chair, following consultation with Committee members, shall determine the schedule and frequency of the Committee meetings provided that the Committee shall meet a minimum of twice a year. The Chair shall develop and set the Committee’s agenda in consultation with members of the Committee, the Board and management. An agenda for each meeting will be disseminated to Committee members as far in advance of each meeting as is practicable. The quorum for a meeting of the Committee shall be a majority of its members, provided that one of those present is the Chair. The Committee shall maintain minutes of its meetings.

Responsibilities

The Committee is mandated to carry out the following responsibilities:

(a) ***Board Composition***

The Committee shall review with the Board on an annual basis the current size and composition of the Board with a view to ensuring that the members of the Board have the independence, expertise, experience, personal qualities and ability to make the necessary time commitment to Aphria in light of the opportunities and risks facing Aphria.

(b) *Nominations to the Board of Directors*

The Committee shall propose to the Board nominees (including in the event of a vacancy on the Board) they believe to be qualified to be directors and, in doing so, shall consider both the opportunities and risks facing Aphria, Aphria's Diversity Policy and the independence, expertise, experience, personal qualities and ability to make the necessary time commitment of a proposed nominee in order to add value to Aphria. Aligned with Aphria's longer term strategic focus, the Committee will develop and maintain a matrix that specifies the existing experience and strengths of Board members, as well as areas of expertise and experience that should be represented on the Board. The Committee will monitor the current and future profile of the Board and determine the competencies, skills and personal qualities it should seek in new Board members.

(c) *Committee Memberships*

The Committee shall identify and recommend to the Board the names of directors to serve as members of the audit committee of the Board and such other committees of the Board as may exist from time to time, as well as the Committee itself. In addition, the Committee shall recommend to the Board a member of each Board committee to serve as chair of the applicable committee. The Committee shall identify names of directors to fill vacancies on committees.

(d) *Effectiveness of the Board*

The Committee shall be responsible for developing and implementing a program for assessing the effectiveness of the individual directors, the Board, the chair of the Board and its committees, including considering the experience and expertise of members against the needs of each committee and the Board. The Committee shall conduct an annual evaluation of the Board's effectiveness and shall report the results of the evaluation to the chair of the Board and the Board.

(e) *Orientation and Education*

The Committee shall cause to be provided an orientation and education program to new Board members and continuing education as necessary.

(f) *Approval of Independent Advice for Directors*

The Committee shall consider and approve, if appropriate, requests by individual directors to engage external special advisors and approve the necessary funding to compensate such advisors.

(g) *Review of Policies*

The Committee shall review on an annual basis and approve Aphria's corporate policies and material amendments thereto, including any relevant policies associated with ensuring an effective system of corporate governance.

(h) *Governance Monitoring*

The Committee shall monitor developments in corporate governance and make recommendations to adopt best practices in accordance with Aphria's needs and circumstances.

(i) *Independence Monitoring*

The Committee shall review and, if appropriate, consent to director and senior executive participation on other boards or with other entities operating in the cannabis industry and oversee the enforcement of the Conflicts of Interest Policy.

(j) *Report to Board*

The Committee shall report periodically, but no less than once annually, to the Board and make available to the Board the minutes of its meetings.

(k) *Director Attendance*

A director who commits to serve on the Board shall be prepared and able to make attendance at and contribution to the meetings of the Board a priority. A pattern of absenteeism may indicate a more serious concern with a director's ability to serve and may warrant a board review and potentially the director's resignation. Directors are expected to attend at least 75% of the Company's board meetings, and key committee meetings ("**Minimum Attendance Threshold**"), as well as the Annual General Meeting of Shareholders. If the individual director fails to achieve the Minimum Attendance Threshold without a valid reason for the absences (i.e. illness or travel for Company matters) or a pattern of low attendance exists based on prior years' meeting attendance, the Chair may recommend to the Board that such Director not be nominated to the Board at the subsequent annual general meeting of shareholders.

(l) *Other*

The Committee shall perform any other activities consistent with this Charter, Aphria's by-laws or as delegated by the Board from time to time.

Resources

The Committee shall have the sole authority to retain (or to terminate) consultants or advisors to assist the Committee in carrying out its responsibilities. The Committee shall be provided with the necessary funding to compensate any consultants or advisors retained by the Committee.

The Committee shall have full access to Aphria's books, records, facilities and personnel.

Review of Mandate

The mandate of the Committee will be reviewed by the Board at least once per year and modified if necessary.

Delegation of Authority

The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

Limitation on the Oversight Role of the Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board of Directors are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside Aphria from whom he or she receives information and the accuracy of the information provided to Aphria by such persons or organizations.

Dated: July 28, 2020
Approved by: Board of Directors