

NUVO PHARMACEUTICALS INC.
d/b/a
MIRAVO HEALTHCARE
(the “Corporation”)

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) is to assist the board of directors of the Corporation (the “**Board**”) in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures and the quality and integrity of the consolidated financial statements of the Corporation and its affiliates. The Committee is also responsible for the audit process.

More specifically the purpose of the Committee is to satisfy itself that:

- A. The Corporation’s annual financial statements are fairly presented in accordance with International Financial Reporting Standards (“**IFRS**”) and to recommend to the Board whether the annual financial statements should be approved.
- B. The information contained in the Corporation’s quarterly financial statements, annual report and other financial publications, such as management’s discussion and analysis is complete and accurate in all material respects and to recommend to the Board whether these materials should be approved.
- C. The Corporation has appropriate systems of internal control over the safeguarding of assets and financial reporting to ensure compliance with legal and regulatory requirements.
- D. The external audit functions have been effectively carried out and that any matter which the independent auditors wish to bring to the attention of the Board has been addressed. The Committee will also review the qualifications and independence of the external auditors, and recommend to the Board the re-appointment or appointment of external auditors and their remuneration.

COMPOSITION AND TERMS OF OFFICE

- A. Following each annual meeting of the Corporation, the Board shall appoint three or more directors to serve on the Committee. Such appointees shall not be officers or employees of either the Corporation or its affiliates. Each member of the Committee must be “independent” as defined by National Instrument 52-110 – *Audit Committees*, as it may be amended or replaced from time to time (“**NI 52-110**”) and free of any relationship that could, or could reasonably be perceived to, in the opinion of the Board, interfere with the exercise of independent judgment as a member of the Committee. All members of the Committee must be financially literate and be able to read and understand fundamental financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements, including the Corporation’s balance sheet, income statement and cash flow statement, or develop that capability within a reasonable time after appointment.
- B. The chair of Committee (the “**Chair**”) shall be appointed by the Board and shall not be an officer or employee of the Corporation or its affiliates. The Chair shall be “financially literate” within meaning of NI 52-110, having an understanding of IFRS and financial statements, internal controls and procedures for financial reporting and, if possible, shall have served as the principal financial officer for another business entity.
- C. No members of the Committee shall receive, other than for service on the Board or the Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or its affiliates.

- D. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director of the Corporation. Each member of the Committee shall hold office until the close of the next annual meeting of the Corporation or until the member resigns or is replaced, whichever first occurs. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.
- E. The Committee will meet at least four times per year. The meetings will be scheduled to permit timely review of the interim and annual financial statements of the Corporation and its affiliates. Additional meetings may be held as deemed necessary by the Chair or as requested by any member of the Committee or by the external auditors.
- F. Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon prior notice to each of the other Committee members. If all members consent, and proper notice has been given or waived, a member or members of the Committee may participate in a meeting of the Committee by means of telephone, electronic or other such communication facilities as to permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.
- G. A quorum for the transaction of business at all meetings of the Committee shall be a majority of the members of the Committee. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and in case of an equality of votes the Chair shall have a second casting vote.
- H. The Committee may invite such directors, officers and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the business of the Committee, but without voting rights.
- I. The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may, from time to time, require.
- J. Supporting schedules and information reviewed by the Committee will be available for examination by any director upon request to the Secretary of the Committee.
- K. The Committee shall choose as its secretary such person as it deems appropriate.
- L. The external auditors shall be given notice of, and have the right to appear before and to be heard at, every meeting of the Committee, and shall appear before the Committee when requested to do so by the Committee.

LIMITATIONS ON COMMITTEE'S DUTIES

In contributing to the Committee's discharge of its duties, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing 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 any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management of the Corporation as to the non-audit services provided to the Corporation by the external auditor, (iv) financial statements of the Corporation represented to them by a member of management or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with applicable generally accepted accounting principles, and (v) any report of a

lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

Financial Reporting Control

The Committee shall:

- (a) review reports from senior officers of the Corporation, outlining any significant changes in financial risks facing the Corporation;
- (b) review the management letter of the external auditors and responses to suggestions made;
- (c) annually review this Charter and the performance of the Committee itself;
- (d) review any new appointments to senior positions of the Corporation or its affiliates, with financial reporting responsibilities;
- (e) obtain assurance the external auditors regarding the overall control environment and the adequacy of accounting system controls; and
- (f) assess the overall effectiveness of the internal control and risk management frameworks through discussions with management and the external auditors and assess whether recommendations made by the external auditors have been implemented by management.

Interim Financial Statements

The Committee shall:

- (a) review interim financial statements with officers of the Corporation prior to their release and recommend their approval to the Board. This will include a detailed review of quarterly and year-to-date results; and
- (b) review the Corporation's management's discussion and analysis and press releases accompanying interim financial statements.

Annual Financial Statements and Other Financial Information

The Committee shall:

- (a) review any changes in accounting policies or financial reporting requirements that may affect the current year's financial statements;
- (b) obtain summaries of significant transactions and other potentially difficult matters whose treatment in the annual financial statements merit advance consideration;
- (c) obtain draft annual financial statements in advance of the Committee meeting and assess, on a preliminary basis, the reasonableness of the financial statements in light of the analyses provided by officers of the Corporation;

- (d) review any material pending or threatened litigation, claims and assessments that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee;
- (e) discuss the annual financial statements and the auditors' report thereon in detail with officers of the Corporation and its auditors;
- (f) review the annual report and other annual financial reporting documents, including management's discussion and analysis and press release;
- (g) provide to the Board a recommendation as to whether the annual financial statements should be approved;
- (h) review insurance coverage including directors' and officers' liability coverage ; and
- (i) review the Corporation's Annual Information Form and ensure compliance with Form 52-110F1 – *Audit Committee Information Required in an AIF*.

External Audit Terms of Reference, Reports, Planning and Appointment

The Committee shall:

- (a) ensure that the external auditor explicitly acknowledges that they are ultimately and directly accountable to the Board and the Committee as representatives of the shareholders;
- (b) review the audit plan with the external auditors;
- (c) specify its expectations of the external auditors, including the expected relationship between the external auditors and the Committee;
- (d) discuss in private with the external auditors matters affecting the conduct of their audit and other corporate matters, including:
 - the quality (not only acceptability) of IFRS accounting principles;
 - the quality of internal controls;
 - the appropriateness of financial statement disclosures;
 - the relationships between the external auditors and the Corporation, its management or employees;
 - the risks or exposures facing the Corporation; and
 - any other matters the external auditors may wish to bring to the attention of the Committee.
- (e) recommend to the Board each year the retention or replacement of the external auditors. This process shall include establishment of criteria for and an ongoing assessment of the continued independence of the external auditor. If there is a plan to change auditors, review all issues related to the change and the steps planned for an orderly transition;
- (f) where there are significant unsettled issues between management and the external auditor that do not affect the audited financial statements, ensure that there is an agreed course of action leading to the resolution of such matters; and
- (g) annually review and recommend for approval to the Board the terms of engagement and the remuneration of the external auditors.

Other Matters

The Committee shall:

- (a) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor or delegate such pre-approval of non-audit services to a member or certain members of the Committee, provided that these member or members shall notify the Committee at each Committee meeting of the non-audit services they approved since the last Committee meeting;
- (b) review periodically management reports assessing the adequacy and effectiveness of the Corporation's disclosure controls and procedures;
- (c) establish procedures for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and the related management's discussion and analysis;
- (d) establish procedures for the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
- (e) establish procedures for the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

MEETINGS

The Committee shall meet at least four times per year and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. The Committee shall meet separately, periodically, with senior management and may request any member of the Corporation's senior management or the Corporation's outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Committee will also meet in camera at each of its regularly scheduled meetings.

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine. The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each member (including the Chair) is entitled to one (but only one) vote in Committee proceedings. The Committee shall keep minutes of each meeting of the Committee.

Meetings of the Committee shall be held from time to time and at such place as a member of the Committee may request upon 48 hours prior notice. The notice period may be waived by a quorum of the Committee.

The Committee may delegate authority to individual members and subcommittees of its members where the Committee determines it is appropriate to do so.

INDEPENDENT ADVICE

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

ACCOUNTABILITY

- A. The Committee shall report to the Board at its next regular meeting all such action it has taken since the previous report.
- B. The Committee is empowered to investigate any activity of the Corporation and all employees are to cooperate as requested by the Committee. The Committee may retain persons having special expertise to assist it in fulfilling its responsibilities.

- C. The Committee is authorized to request the presence at any meeting, but without voting rights, of a representative from the external auditors, senior management, legal counsel or anyone else who could contribute substantively to the subject of the meeting and assist in the discussion and consideration of the business of the Committee, including directors, officers and employees of the Corporation.

NO RIGHTS CREATED

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this Charter should comply with all applicable law and the Corporation's constituting documents, this Charter does not create any legally binding obligations on the Committee, the Board, any director or the Corporation.

March 5, 2021