

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

CHAIR OF THE TRANSACTION COMMITTEE

POSITION DESCRIPTION

The chair (the “**Chair**”) is a member of the Transaction Committee, designated by the board of directors of the Corporation (the “**Board of Directors**”) or if not designated by the Board, designated by majority vote of the members of the Transaction Committee, to assist the Transaction Committee in fulfilling its duties effectively and efficiently in accordance with the written Charter of the Transaction Committee.

This position description is subject to and shall be interpreted in a manner consistent with the Corporation’s constating documents and any applicable legislation (including the rules and policies of the stock exchange on which the Corporation’s securities are listed), all as may be amended or amended and restated from time to time.

The Board of Directors shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

OFFICE

The designation of the Chair shall take place annually at the first meeting of the Board of Directors after a meeting of the shareholders at which directors are elected, provided that if the designation is not so made, the director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

REMUNERATION

The Chair shall receive such remuneration as the Board of Directors may determine from time to time.

RESPONSIBILITIES

The Chair will provide leadership to the Transaction Committee in discharging its mandate as set out in the Charter, including by promoting:

- a thorough understanding by members of the Transaction Committee and senior management of the duties and responsibilities of the Transaction Committee,
- cohesiveness among members of the Transaction Committee, and
- promoting honest and ethical decision making by members of the Committee.

The Chair shall be the liaison between the Transaction Committee, the Board and senior management and shall promote open and constructive discussions between members of the Transaction Committee and each of these parties.

In connection with meetings of the Transaction Committee, the Chair shall be responsible for:

- recommending procedures to enhance the work of the Transaction Committee;
- taking the principal initiative in scheduling meetings of the Transaction Committee;
- organizing and presenting the agenda for Transaction Committee meetings such that:
 - all of the responsibilities assigned to the Transaction Committee under the terms of its Charter are discharged on a timely and diligent basis; and

- members of the Transaction Committee have input into the agendas;
- monitoring the adequacy of materials provided to the Transaction Committee in connection with the Transaction Committee's deliberations;
- ensuring that members of the Transaction Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Transaction Committee;
- presiding over meetings of the Transaction Committee; and
- reporting to the Board of Directors on the activities of the Committee as contemplated in the Committee Charter.

On an annual basis, the Chair will facilitate:

- the performance review and evaluation of the Transaction Committee and its members in accordance with the Charter; and
- a review and assessment of the adequacy of the Charter and this position description, and following such review and assessment, make a recommendation to the Board with respect to any changes the Transaction Committee deems appropriate.

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Transaction Committee or the Board from time to time.

March 5, 2021