

NUVO PHARMACEUTICALS INC.
d/b/a
MIRAVO HEALTHCARE

(the “Corporation”)

CHAIR OF THE BOARD OF DIRECTORS

POSITION DESCRIPTION

The chair (the “**Chair**”) is a director who is designated by the board of directors of the Corporation to assist the Board of Directors in fulfilling its duties effectively and efficiently.

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 *Business Corporations Act* (Ontario) and 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. This position description should be read together with the written charter of the Board of Directors, as such charter may be amended or amended and restated from time to time.

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.

INDEPENDENCE

The Chair will be independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as it may be amended or replaced from time to time, and free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgement as Chair of the Board of Directors. Alternatively, where the Chair is not independent, there shall also be appointed an independent director to act as lead director of the Board of Directors (the “**Lead Director**”). Accordingly, the Chair may be an executive or a non-executive of the Corporation.

REMUNERATION

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

RESPONSIBILITIES

The responsibilities of the Chair include:

- leading, managing and organizing the Board of Directors consistent with the approach to corporate governance adopted by the Board of Directors from time to time,
- acting as a liaison between the Board of Directors and management,
- promoting a thorough understanding by members of the Board of Directors and senior management of the duties and responsibilities of the Board of Directors,
- promoting honest and ethical decision making by the members of the Board of Directors,
- recommending procedures to enhance the work of the Board of Directors and cohesiveness among directors,
- ensuring that the Board of Directors is appropriately involved in approving strategy and supervising senior management's progress against achieving that strategy,
- in connection with meetings of the Board of Directors:
 - taking the principal initiative in scheduling meetings of the Board of Directors,
 - organizing and presenting the agenda for Board of Directors meetings such that,
 - all of the responsibilities assigned to the Board of Directors under the terms of its Charter are discharged on a timely and diligent basis, and
 - members of the Board of Directors have input into the agendas,
 - co-ordinating with the chairs of the committees of the Board of Directors to schedule committee meetings based on consultations with the committee members and management, as appropriate,
 - making arrangements for management, outside advisors and other individuals to attend meetings, as appropriate, to assist the Board of Directors or committee to carry out its work;
 - monitoring the adequacy of materials provided to the Board of Directors by senior management in connection with the Board of Directors deliberations,
 - ensuring that members of the Board of Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board of Directors,

- adopting procedures so that the Board of Directors and committees can conduct business and function effectively and which encourage free and open discussion, and
- presiding over meetings of the Board of Directors (other than *in camera* meetings if the Chair is not independent or portions of such meetings in respect of which the Chair is conflicted),
- presiding over meetings of the Corporation's shareholders, unless otherwise determined by the Board of Directors,
- on an annual basis, facilitating the annual performance review and evaluation of the Board of Directors and its members in accordance with the Charter and facilitating the assessment of the adequacy of the Charter, and
- performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Board of Directors from time to time.

March 25, 2022