

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

**CHAIR OF THE COMPENSATION, CORPORATE
GOVERNANCE AND NOMINATING COMMITTEE**

POSITION DESCRIPTION

The chair (the “Chair”) is a member of the Compensation, Corporate Governance and Nominating Committee (the “CCGNC”), designated by the board of directors of the Corporation (the “Board of Directors”) to assist the CCGNC in fulfilling its duties effectively and efficiently in accordance with the written Charter of the CCGNC.

This position description is subject to and shall be interpreted in a manner consistent with the Corporation’s constituting 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.

OFFICE

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

INDEPENDENCE

The Chair shall meet the Corporation’s “Categorical Standards for Determining Independence of Directors”, 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 the Chair of the CCGNC.

REMUNERATION

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

RESPONSIBILITIES

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

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

The Chair shall be the liaison between the CCGNC, the Board of Directors and the Corporation’s senior management, promoting open and constructive discussions between members of the CCGNC and each of these parties.

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

- recommending procedures to enhance the work of the CCGNC,
- taking the principal initiative in scheduling meetings of the CCGNC,
- organizing and presenting the agenda for CCGNC meetings such that:
 - all of the responsibilities assigned to the CCGNC under the terms of its Charter are discharged on a timely and diligent basis, and
 - members of the CCGNC have input into the agendas,
- monitoring the adequacy of materials provided to the CCGNC by senior management in connection with the CCGNC's deliberations,
- ensuring that members of the CCGNC have sufficient time to review the materials provided to them and to fully discuss the business that comes before the CCGNC,
- presiding over meetings of the CCGNC, and
- reporting to the Board of Directors on the activities of the CCGNC as contemplated in the CCGNC Charter.

On an annual basis, the Chair will facilitate:

- the performance review and evaluation of the CCGNC 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 of Directors with respect to any changes the CCGNC deems appropriate.

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above.

March 25, 2022