

NUVO PHARMACEUTICALS INC.
d/b/a
MIRAVO HEALTHCARE

(the “Corporation”)

LEAD DIRECTOR OF THE BOARD

POSITION DESCRIPTION

The lead director (the “**Lead Director**”) is an independent director (see below) who is designated by the board of directors of the Corporation (the “**Board of Directors**”) to assist the Board of Directors in fulfilling its duties independent of management. The Lead Director role also exists to ensure that directors have an independent leadership contact.

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 AND INDEPENDENCE

If the chair of the Board (the “**Chair**”) is not independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), 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 judgment, the directors who are independent, as provided above, shall appoint a Lead Director 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 Lead Director shall continue as Lead Director until his or her successor is appointed.

The Lead Director will be independent within the meaning of NI 58-101, 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 Lead Director.

REMUNERATION

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

RESPONSIBILITIES

The responsibilities of the Lead Director include:

- acting as an independent liaison between the Board of Directors and senior management,
- together with the Chair, promoting a thorough understanding by members of the Board of Directors and management of the duties and responsibilities of the Board of Directors,
- together with the Chair, promoting honest and ethical decision making by the members of the Board,
- together with the Chair, recommending procedures to enhance the work of the Board of Directors,

- working with the Chair to ensure that the Board of Directors is appropriately involved in approving strategy and supervising management’s progress against achieving that strategy,
- ensuring that independent directors have had adequate opportunities to discuss issues without management present,
- communicating to senior management, as appropriate, the results of private discussions among independent directors,
- together with the Chair, in connection with meetings of the Board of Directors:
 - 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 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 or committee to carry out its work;
 - monitoring the adequacy of materials provided to the Board of Directors by 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 and committees can conduct business and function effectively,
 - presiding over meetings of the Board of Directors where the Chair is not in attendance or when otherwise appropriate and engaging with external parties on behalf of the Board, and
 - presiding over executive meetings of the Board of Directors, its non-management directors and its independent directors,
- presiding over meetings of the Corporation’s shareholders when the Chair is absent, unless otherwise determined by the Board, or when the Board determines the Lead Director should do so,
- 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,
- presiding over meetings of the Corporation’s shareholders when the Chair is absent or when the Board of Directors determines the Lead Director should do so, and
- performing such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Lead Director by the Board of Directors from time to time.

March 25, 2022