



AURORA CANNABIS INC.

CHARTER OF THE COMPENSATION COMMITTEE

Purpose

The primary purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Aurora Cannabis Inc. (the "Company") shall be to act on behalf of the Board in fulfilling the Board's oversight responsibilities relating to the compensation and retention of key senior management employees, and in particular the Chief Executive Officer.

Composition

The Committee shall consist of at least three (3) members of the Board and shall satisfy the independence requirements imposed by the applicable securities legislation and stock exchange policies on which any of the Company's capital stock is listed, including any exceptions permitted by such requirements.

Term of Office

The members of the Committee will be appointed or re-appointed by the Board on an annual basis. Each member of the Committee will continue to be a member thereof until such member's successor is appointed, or until such member resigns or is removed by the Board. The Board may remove or replace any member of the Committee at any time. However, a member of the Committee will automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or ceasing to meet the requirements established, from time to time, by any Regulators. Vacancies on the Committee will be filled by the Board.

Chair

The Board will appoint the Chair of the Committee annually, to be selected from the members of the Committee. If, in any year, the Board does not make an appointment of the Chair, the incumbent Chair will continue in office until that Chair's successor is appointed.

Meetings and Minutes

The Committee will meet at least once during each fiscal quarter and hold such meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each Director of the Company.

Quorum

A quorum at any meeting will be a simple majority of Committee members, provided that if the number of Committee members is an even number, one half of the number plus one shall constitute a quorum.

Duties and Responsibilities

The responsibilities and duties of the Committee may include (and shall include if required by applicable securities laws or regulatory requirements) the following:

- (a) *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the

Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation.

- (b) *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.
- (c) *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.
- (d) *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.
- (e) *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis ("CD&A") in the Company's Annual Report on Form 40-F and annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
- (f) *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.
- (g) *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
- (h) *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

Insider Trading

The Committee will prepare and revise as necessary a policy on insider trading respecting the Company's securities. Such policy will provide for mandatory black-out periods during which directors and senior management of the Company are prohibited from trading in securities of the Company.

The Committee will periodically review Management's systems and practices for ensuring that all directors and all officers of the Company who are required to do so file insider reports in connection with any trade of securities of the Company or any derivative transaction which results in the effective disposition of the individual's economic interest in a security of the Company within the shortest period of time in which such reports are required to be filed.

Authority to Engage Outside Advisors

The Committee shall (with the consent of the Chair of the Board, which consent may not be unreasonably withheld) have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it.



Access to Records

The Committee will be permitted access to all records and corporate information that it determines to be required in order to perform its duties.

Review and Disclosure

The Committee will periodically review and reassess this Charter as it deems appropriate and submit any recommend changes to the Board for approval.

The Committee will ensure that this Charter is disclosed on the Company's website and that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.

Last presented for review and approval to, and so approved by the Board of Directors on October 11, 2018.