



AURORA CANNABIS INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Purpose

The primary purpose of the Corporate Governance and Nominating Committee (the “Committee”) of Aurora Cannabis Inc. (the “Company”) shall be to review and make recommendations to the Board of Directors of the Company on all matters concerning corporate governance, new director nominees, as well as the size and composition of the Board and Board committees.

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:

General Corporate Governance

- (a) Reviewing annually compliance with and the relevance of corporate governance guidelines and principles approved by the Board and recommending changes to the Board as necessary;
- (b) Determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;
- (c) Reviewing governance-related stockholder proposals and recommending Board responses;
- (d) Overseeing compliance by the Board and its committees with applicable laws and regulations;
- (e) Conducting an annual evaluation of the Committee's own performance; and
- (f) Any other functions as assigned by law.

Board Composition, Evaluation and Nominating Activities

- (g) Overseeing the Board evaluation process including conducting periodic evaluations of the performance of the Board as a whole and each Board committee, and evaluating the performance of Board members eligible for re-election;
- (h) Reviewing and making recommendations to the Board regarding the composition and size of the Board and determining the relevant criteria (including any minimum qualifications) for Board membership including issues of character, integrity, judgment, diversity (including, but not limited to, diversity of gender, ethnicity, race, international background and life experience), age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, and other commitments;
- (i) Establishing procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company);
- (j) Establishing procedures for identifying and evaluating nominees for Director;
- (k) Reviewing and recommending candidates for election to the Board (including candidates proposed by stockholders of the Company) at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board candidates;
- (l) Identifying, considering and recommending candidates to fill new positions or vacancies on the Board; in performing these duties, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify Board candidates and shall have the authority to approve the search firm's fees and other retention terms;
- (m) Reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process; and
- (n) Making recommendations for continuing education of Board members.

Conflicts of Interest

- (o) Considering questions of possible conflicts of interest of Board members and of corporate officers; and
- (p) Reviewing actual and potential conflicts of interest of Board members and corporate officers, other than related-party transactions reviewed by the Audit Committee and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

Evaluation of the Board of Directors

Every year (or with such greater frequency as the Board may from time to time deem appropriate), the Committee may initiate an evaluation of the Board. The scope of such evaluation, together with an evaluation plan and methodology, shall be determined by the Committee and may (but need not in every instance) include an evaluation of the performance of all or any of the Board committees and of the individual directors.

An evaluation of the Board, including any evaluation of the Board committees and directors, shall be conducted primarily through the administration of a questionnaire, followed by interviews with individual directors. The findings of the evaluation shall be presented to the Board as a whole in the form of a report by the Chair of the Committee. Such report shall review the findings of the evaluation and propose any action that might be taken to improve performance.

The Committee may retain the services of outside experts for the purpose of conducting the Board evaluation, or it may rely upon its own resources or upon the resources of management.

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.

SCHEDULE “A”

Orientation Program for Orientation of New Directors

Orientation and training of new directors is monitored by the Corporate Governance and Nominating Committee. When a director is elected to the Board, he or she will be given a letter of appointment by the President and Chief Executive Officer or the Chair of the Board outlining his or her duties, responsibilities, and remuneration and an orientation package including material that will assist him or her in becoming familiarized with the Company.

The orientation for a new director will include:

- information pertaining to the role of the Board;
- meetings with operating management and familiarization with the Company’s day-to-day operations;
- an outline of the Company’s history and other relevant data;
- recent analysts’ reports, if any;
- a copy of the Company’s corporate governance materials;
- information pertaining to liability insurance coverage;
- guidance concerning trading in the Company’s securities; and
- guidance regarding insider information.