

CANNASAT THERAPEUTICS INC.
(the “Corporation”)

POSITION DESCRIPTION – COMMITTEE CHAIRS (AUDIT & CGN+CC)

Main Responsibilities:

- Manage the affairs of the Committee, with the objective that it is organized properly, functions effectively and fulfills its obligations and responsibilities both under its Charter and as otherwise delegated by the Board
- Keep the Board informed of significant Committee matters
- Facilitate the functioning of the Committee independent of management
- Maintain and strive to enhance the quality of the Committee’s governance

Selection, Independence and Tenure

- No Committee Chair may be an officer or retired officer of the Corporation. Every Committee Chair shall be independent of the Corporation within the meaning of all applicable laws, rules and regulations and any other relevant consideration as determined by the Board.
- The Chairs of the Audit Committee and the Corporate Governance, Nominating and Compensation Committee (CGN+CC) shall be appointed by the Board from among the independent directors.
- The term of the Chairs of such Committees shall be one year.

Responsibilities

The Chair of each Committee shall have the following specific responsibilities:

- Attend and preside over Committee meetings;
- In conjunction with the Chairman of the Board and Corporate Secretary, set Committee meeting schedules;
- In conjunction with the senior business executive assigned by the Chief Executive Officer to assist the Committee, and the Corporate Secretary, set Committee meeting agendas and effectively conduct the administrative affairs of the Committee, including reviewing the information provided to the Committee to

- confirm it is appropriately detailed to allow for preparation for meaningful discussion and decision making at Committee meetings;
- Set the tone for the meetings and provide leadership to the Committee in the execution of its obligations and responsibilities;
 - Focus discussions on agenda topics and constructively contribute to fulfilling the Committee's obligations and responsibilities;
 - Liaise with business executives to ensure the Committee has the appropriate information and access to resources in order to fulfill its obligations and responsibilities;
 - Lead the Committee in determining areas for focus from time to time and ensure that the Committee is provided with appropriate information and access to resources in order to effectively complete a review of any such topic;
 - Report to the Board on significant Committee deliberations and discussions, and on recommendations;
 - Lead the Committee in its annual assessment process, including leading it in a constructive discussion of the assessment results and any resulting action plans;
 - Work with the Chairman of the Board and Corporate Secretary to lead the Committee in keeping up-to-date on governance and other matters relevant to it;
 - Work with the Chairman of the Board to provide input on succession planning in respect of the Committee Chair position and membership of the Committee generally; and
 - In the case of the Chair of the Audit Committee, liaise with the shareholders' auditor, as appropriate.