

## GOVERNANCE AND NOMINATING COMMITTEE MANDATE

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### Statement of Purpose

The purpose of the Governance and Nominating Committee (the “Committee”) of Correvio Pharma Corp. (the “Company”) shall include assisting the Company’s Board of Directors (the “Board”) by:

- Assisting the Board in its determinations regarding the independence of each director;
- Reviewing and recommending corporate governance policies and guidelines and reassessing them annually;
- Identifying and nominating qualified individuals to become Board members and serve on its committees, including consideration of nominees recommended by the shareholders; and
- Assisting the Board in its evaluation of the effectiveness of the Board and its committees.

### Membership & Administration

The Committee will be composed of at least three directors, all of whom shall be independent pursuant to securities legislation and regulations applicable to the Company. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members and a Committee chair will be appointed and removed by the Board annually;
- A majority of the members of the Committee shall constitute a quorum for meeting purposes;
- Action may be taken by the Committee upon the affirmative vote of a majority of the quorum;
- Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice);
- The Committee will meet as often as the Committee deems necessary to fulfill its duties and responsibilities, but at a minimum of once annually; and
- The Committee may request any members of management to make recommendations and to attend its meetings as it deems appropriate.

### Powers of the Committee

In order to fulfill its role, the Committee shall have the following powers:

- To delegate to subcommittees of the Committee or to the Company's management any of the responsibilities of the full Committee; and
- To retain, compensate with Company funds, and terminate outside consultants or advisors as the Committee determines necessary to carry out its duties and responsibilities.

### General Duties

The responsibilities of the Committee include the following:

- a. Review and assess the adequacy of this mandate and submit any changes to the Board for approval;
- b. Provide the Board with minutes from Committee meetings and updates on matters of relevance as required;
- c. Review such other matters or initiatives as the Board or the Committee shall deem appropriate; and
- d. Perform such functions as may be required by law, the Company’s Articles and By-laws or by the Board.

## **Governance and Nominating Duties and Responsibilities**

The Committee shall periodically review criteria for the nomination of a director. These criteria include, among other things, an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Committee will consider these criteria in the context of an assessment of the perceived needs of the Board as a whole and will seek to achieve diverse occupational and personal backgrounds on the Board.

The responsibilities of the Committee include all of the obligations of an independent governance and nominating committee under applicable laws, regulations and stock exchange requirements, and shall include the following:

- a. Identify, receive, screen and recommend to the Board qualified nominees for election at each annual general meeting to serve on the Board, including evaluation of any potential nominees recommended by the shareholders;
- b. Recommend to the Board qualified individuals to fill vacancies on the Board as needed between annual general meetings;
- c. Review and approve the Board Diversity Policy;
- d. Recommend to the Board directors for appointment to or removal from Board committees;
- e. Provide for new director orientation;
- f. Develop and recommend to the Board the adoption and periodic review of corporate governance guidelines to include topics such as:
  - a. Code of Business Conduct and Ethics
  - b. Corporate Governance Guidelines, Committee Mandates and Position Descriptions;
- g. Develop and recommend to the Board, CEO and key executive succession plans;
- h. Review and report to the Board on any question of possible conflicts of interest or misconduct involving Board members or senior executives of the Company and, if applicable, oversee any resulting investigation;
- i. Promote effective relationships between senior executives and the Board; and
- j. Evaluate the effectiveness of the Board and its committees and review:
  - a. Size and composition of the Board and its committees
  - b. The structure, agenda and frequency of Board and committee meetings

**Committee Planning Calendar** R = Review A = Approve

<b>General Duties</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>
a. Review and assess the adequacy of this mandate and submit any changes to the Board for approval	A			
b. Provide the Board with minutes from Committee meetings and updates on matters of relevance <i>(as required)</i>				
c. Review other matters or initiatives as the Board or the Committee shall deem appropriate <i>(as required)</i>				
d. Perform such functions as may be required by law, the Company's certificate of incorporation, memorandum, articles, or by the Board <i>(as required)</i>				
<b>Governance &amp; Nominating Responsibilities</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>
a. Identify, receive, screen and recommend to the Board, qualified nominees for election to serve on the Board at each annual general meeting, including evaluation of any potential nominees recommended by the shareholders		A		
b. Recommend to the Board qualified individuals to fill vacancies on the Board as needed between annual general meetings <i>(as required)</i>				
c. Review and approve the Board Diversity Policy	A			
d. Recommend to the Board directors for appointment to or removal from Board committees		A		
e. Provide for new director orientation <i>(as required)</i>				
f. Develop and recommend to the Board the adoption and periodic review of corporate governance guidelines to include topics such as: a. Code of Business Conduct and Ethics b. Corporate Governance Guidelines, Committee Mandates and Position Descriptions	A			
g. Develop and recommend to the Board CEO and key executive succession plans;				R
h. Review and report to the Board on any question of possible conflicts of interest or misconduct involving Board members or senior executive of the Company, if applicable, oversee resulting investigation <i>(as required)</i>				
i. Promote effective relationships between senior executives and the Board <i>(as required)</i>				
j. Evaluate the effectiveness of the Board and its committees and review: a. Size and composition of the Board and its committees b. The structure, agenda and frequency of Board and committee meetings		A		R

Approved: December 10, 2018