

ALARIS ROYALTY CORP.

SECRETARY POSITION DESCRIPTION

The board of directors (**Board**) of Alaris Royalty Corp. (**Company**) is responsible to manage, or supervise the management of, the business and affairs of the Company. The executive officers (**Executive Officers**) of the Company are responsible for the management of the business and affairs of the Company within the strategic direction approved by the Board.

The Secretary of the Company has the responsibilities and specific duties described below.

APPOINTMENT

The Secretary will be appointed by the Board each year and will have appropriate competencies and skills as recommended by the Compensation and Governance Committee (**CG Committee**) and determined by the Board.

RESPONSIBILITY

The Secretary is the Chief Governance Officer and provides leadership to ensure that the Company works to implement responsible and effective practices in corporate governance.

SPECIFIC DUTIES

The Secretary will:

Leadership

1. Provide leadership in effective governance, compliance, reporting and disclosure obligations, coordinating efforts and complementing the work of other members of management.

Governance

2. Serve as the Company's principal governance liaison to stock exchanges, regulatory bodies, corporate governance rating agencies, governance associations and outside advisors to the Company, as applicable and appropriate.
3. Serve as the main source of governance expertise to the Board and senior management on current developments and compliance.
4. Provide a positive influence on the structure, composition, membership, activities and ultimate effectiveness of the Board and Board Committees by providing resources, information and communications, as needed and appropriate.
5. Have effective working relationships with the Board Chair, Committee Chairs and individual Directors.
6. With the Board Chair and the CG Committee Chair, ensure that an appropriate governance program is developed, implemented and administered.
7. With the CG Committee, administer the annual review of all corporate governance documents.

8. With the CG Committee Chair, administer the annual director evaluation of performance, independence, skills and expertise.

Corporate Social Responsibility, Ethics and Integrity

9. Actively support the Company's commitment to Corporate Social Responsibility.
10. Oversee the development, implementation, administration of, and compliance with the Company's Code of Business Conduct and all other policies and programs in support of the Code of Business Conduct.

Shareholder Communications and Relations

11. With other members of management, as appropriate, develop, coordinate and distribute all communications and reports to shareholders and the Board.
12. With other members of management, maintain relations with shareholders of the Company.

Board and Committee Meetings

13. Serve as Secretary to the Board and Board Committees, reporting directly to the Board Chair and Committee Chairs in that role.
14. Provide notice of, direct arrangements for, and attend and record minutes of all meetings of shareholders, the Board and Board Committees.
15. Direct or coordinate and distribute all communications and reports to the Board.

Director Orientation/Education

16. Direct or coordinate the preparation of materials and presentations for the orientation program for new Directors.
17. With the CG Committee Chair, direct or coordinate the administration of the continuing education program for Directors.

Regulatory Compliance and Filings

18. With other members of management, as appropriate, develop, coordinate and distribute all proxy circulars, CEO and CFO certifications, Annual Information Forms and all other filings required under applicable law.
19. Direct or coordinate the preparation of all documents required under applicable law in order to effect approved changes in the constating documents of the Company and its subsidiaries.

Securities

20. Direct or coordinate the preparation of all documents required for the issuance of Company securities.
21. Direct the activities of the Company's transfer agent, proxy solicitor and other relevant vendors that serve as agents of the Company.

Other

22. Sign documents on behalf of the Company as authorized by the Board or the constating documents of the Company and its subsidiaries.
23. Carry out any other appropriate duties and responsibilities assigned by the Board, Board Chair, Board Committee, Committee Chair or the CEO.
24. To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Secretary, who will report any amendments to the CG Committee at its next meeting.
25. Once or more annually, as the CG Committee decides, this Position Description will be evaluated and updates recommended to the Board for consideration.

Approved: March 5, 2019

On Behalf of the Board:

(signed) "Jack C. Lee"

Jack C. Lee
Chairman