

ALARIS ROYALTY CORP.
ANNUAL GENERAL & SPECIAL MEETING OF
SHAREHOLDERS

MAY 6, 2020

RULES OF CONDUCT AND PROCEDURES

Welcome to the Annual General & Special Meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Alaris Royalty Corp. (the “**Company**”). It is our desire to conduct a fair and informative Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. The Company’s bylaws describe requirements for meetings of our Shareholders and the Chair of the Meeting will conduct the meeting consistent with those requirements.
2. Only Shareholders, or their duly appointed proxy holders, whose names have been entered into in the register of common shares (“**Shares**”) as at the close of business on the record date of March 20, 2020 shall be entitled to vote at the virtual Meeting. However, beneficial Shareholders (those Shareholders whose Shares are held by a broker or other intermediary on behalf of such Shareholder) shall be entitled to ask questions at the meeting. To vote or submit questions, please login as a Shareholder by entering the 16-digit control number you received with your proxy materials. For Shareholders that are entitled to vote at the Meeting that have already voted your shares prior to the start of the Meeting, your vote has been received by the Company’s scrutineers and there is no need to vote those shares during the Meeting, unless you wish to revoke or change your vote. Notwithstanding the foregoing, if a Shareholder acquired shares after the Record Date it (or its duly appointed proxy holder) will be entitled to vote at the meeting if such Shareholder has produced properly endorsed certificates evidencing such Shares and has requested at least 10 days prior to the Meeting that its name be included in the register of Shareholders.
3. We will strictly follow an agenda (“**Agenda**”) based on the notice of meeting distributed to Shareholders.
4. If a Shareholder or their duly appointed proxy holder has a question about one of the matters in the Agenda to be voted on by the Shareholders at the Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Meeting for consideration. We will answer questions on any matters in the Agenda to be voted on by the Shareholders at the Meeting before the voting is closed.
5. To allow us to answer questions from as many Shareholders as possible, we will limit each Shareholder, or their duly appointed proxy holders, to two questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple Shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
6. Shareholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all Shareholders will be paramount. The Company does not intend to address any questions that are, among other things:
 - irrelevant to the business of the Company or to the business of the Meeting;
 - related to material non-public information of the Company;
 - related to personal grievances;
 - derogatory references to individuals or that are otherwise in bad taste;
 - repetitious statements already made by another shareholder;
 - in furtherance of the shareholder’s personal or business interests; or
 - out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chair or Corporate Secretary in their reasonable judgment.
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7. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Meeting by contacting Investor Relations at IR@alarisroyalty.com or 403-221-7305
8. Following adjournment of the formal business of the Meeting, the Company’s management will give a presentation about the Company’s business. At the conclusion of this presentation, the Company will address appropriate general questions from Shareholders regarding the Company. Such questions may be submitted in the field provided in the web portal

during the Meeting.[NTD: delete if we don't give presentation. Also, we need to ensure that they can ask questions following the formal portion of the meeting. I think Broadridge will close that at some point?][NTD: I thought this fit better here b/c the bullets above relate to questions during the formal part of the meeting. This would be the informal portion that may be handled differently?]

9. Recording of the Meeting is prohibited. A webcast playback will be available at www.virtualshareholdemeeting.com 24 hours after the completion of the meeting.

Thank you for your cooperation and for joining the Company at the Meeting.