



Charter of the People, Compensation & Governance Committee of the Board of Directors of Nano One Materials Corp.

Introduction

The primary function of the People, Compensation, and Governance committee (the “**PCG Committee**”) of Nano One Materials Corp. (the “**Company**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its oversight responsibilities regarding the effectiveness of the Company’s corporate governance policies and procedures, and ensuring the Company’s approach to people management is fair and transparent.

In addition, it is the responsibility of the PCG Committee to develop the Company’s philosophy and guidelines on executive compensation, oversee succession planning for all executives who are appointed officers of the Company (“**Executive Management**”) and Chief Executive Officer (“**CEO**”) (ii) develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (iii) oversee the evaluation of the Board. The PCG Committee is also responsible for establishing a process for nominating qualified individuals for the Board and providing ongoing development for directors.

The PCG Committee has other functions as outlined below.

Composition and Meetings

1. The PCG Committee shall be comprised at all times of three or more independent Directors as determined by the Board. Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of contribution to the carrying out of the mandate of the PCG Committee.
2. The members of the PCG Committee shall be elected by the Board and shall serve until their successors are duly elected and qualified. The Board may remove a member of the PCG Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board, the members of the PCG Committee may designate a Chair by majority vote of the full membership of the PCG Committee.
3. The PCG Committee shall meet quarterly or more frequently as circumstances require.
4. All directors of the Company, including management directors, may attend meetings of the PCG Committee provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the PCG Committee if he or she is not a member of the PCG Committee.
5. A quorum for the transaction of business at any meeting of the PCG Committee shall be a majority of the number of members of the PCG Committee.
6. The PCG Committee should hold an in-camera session without management present, including management directors, as a regular feature of each PCG Committee meeting.
7. the PCG Committee Chair shall report to the Board as soon as practicable on matters reviewed, making recommendations when requested or appropriate.
8. Meetings of the PCG Committee shall be held from time to time as the PCG Committee or the Chair of the PCG Committee shall determine upon 48-hours’ notice to each of its members. The notice period may be waived by a quorum of the PCG Committee.

Responsibilities and Duties

The PCG Committee shall assist the Board in its oversight of the Company’s approach to compensation, Board composition, Board and Executive Management succession and corporate governance by undertaking the following duties.

The PCG Committee will:

CEO, Executive Management and Compensation Philosophy

1. annually review the performance objectives for the CEO and Executive Management of the Company as determined by the PCG Committee or the Board and, in the PCG Committee's discretion, recommend any changes to the Board for consideration;
2. annually review and evaluate the performance of the CEO in light of pre-established performance objectives and report its conclusions to the Board;
3. annually review the compensation for the CEO and, in the Committee's discretion, recommend any changes to the Board for consideration;
4. annually review the CEO's recommendations for Executive Management's compensation and evaluation of performance objectives and, in the Committee's discretion, recommend any changes to the CEO for consideration;
5. ensure that the compensation philosophy for the directors, CEO and Executive Management shall reflect the following:
 - a) their respective duties and responsibilities;
 - b) be competitive in attracting, retaining and motivating high quality and high performing directors and senior executives of the Company;
 - c) align the interests of the directors and the senior executives of the Company with shareholders and the Company as a whole;
 - d) be based on established corporate and individual performance objectives;
 - e) not encourage the taking of inappropriate or excessive risks;
6. in conjunction with the CEO and Executive Management, administer the Company's equity incentive plans;
7. review the Company's succession plan for the CEO and Executive Management of the Company, including their appointment, training and evaluation;
8. review and recommend the key terms and conditions of all agreements, including those dealing with retirement, termination of employment or other special circumstances, between the Company and the CEO or Executive Management
9. at least once annually, review the Company's compensation philosophy and guidelines for Executive Management and recommend any material changes to the Board for its approval. In its review, the Committee will assess the form and adequacy of compensation for Executive Management, the link between the executive compensation philosophy and incentive plans to the corporate strategy and the Company's financial and non-financial performance, and alignment with the Company's employee compensation philosophy. As part of its review process, the PCG Committee will review peer group and other industry compensation data reported through surveys and other sources.
10. review any proposed establishment of, and material changes to, incentive compensation plans and employee benefit plans for the CEO and Executive Management and any equity-based incentive plan of the Company, in effect from time to time and present its recommendations to the Board for approval.
11. review management's recommendations for and, subject to confirmation by the Board, approve the granting of stock options or other securities under such plans to eligible participants; and administer such plans; and
12. review the *Statement of Executive Compensation* included in the Management Information Circular and other compensation disclosure documents, and otherwise reviewing all Director, CEO and Executive Management compensation disclosure before it is publicly disclosed;

Director Selection, Education, Evaluation and Criteria

13. annually review and assess the size, composition and operation of the Board to ensure effective decision making;

14. review and assess the size, composition and chairs of all of the committees of the Board;
15. identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate, adopted targets or goals, and make recommendations to the Board for consideration;
16. recommend to the Board the necessary and desirable competencies of directors;
17. identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the annual meeting of shareholders or fill any vacancies, as set out in the Company's articles;
18. in conjunction with the Chair and the Lead Director (if there is one in place), conduct an annual evaluation of the performance of individual directors, the Chair (and Lead Director, if applicable), the chairs of the committees, the Board as a whole and the committees, including its own performance;
19. provide all new directors with comprehensive orientation to, among other things, fully understand the role of the Board and its committees, the contribution individual directors are expected to make, and the nature and operation of the Company's business;

People & Governance

20. annually review and assess the adequacy of the Company's established principal corporate governance policies, committee mandates and board charter, and recommend any changes to the Board;
21. monitor corporate governance developments, best practices for corporate governance in furtherance of the effectiveness of the Company's corporate governance practices;
22. recommend to the Board corporate governance practices which support the Company's strategic priorities;
23. review the setting of, and make recommendations to the Board for approval, measurable diversity, equity and inclusion objectives and monitor progress towards achieving those objectives;
24. ensure effective Occupational Health & Safety programs are in place.

Authority

The PCG Committee, in fulfilling its mandate, will have the authority to:

1. retain the services of outside human resource or compensation specialists to the extent required;
2. retain and terminate the services of any independent search firms, counsel or other consultants and advisors to the extent it deems appropriate;
3. communicate directly with the Senior Vice-President People and Culture, Corporate Secretary and any other member of management as the PCG Committee deems appropriate;
4. delegate tasks to Committee members or subcommittees of the PCG Committee;
5. access appropriate funding as determined by the PCG Committee to carry out its duties; and
6. perform such other duties as may be assigned to it by the Board from time to time.

Oversight Function

While the PCG Committee has the responsibilities and powers set out in this Charter, the members of the PCG Committee are members of the Board who are appointed to provide broad oversight of the Company's activities and are specifically not accountable or responsible for the day-to-day activities, nor the administration or implementation or arrangements relating thereto.

Approved by the Board of Directors on November 1, 2022.