



Position Description of the Executive Chair

Introduction:

The Executive Chair (the “**Chair**”) is appointed by the Board of Directors (the “**Board**”) of Nano One Materials Corp. (the “**Company**”) and will have their position and appointment reviewed annually. The Chair is responsible for providing leadership and direction to the Board, facilitating the operations and discussions of the Board, and ensuring the satisfaction of the Board’s functions and responsibilities under their mandate. The Chair fulfills an important role as advisor to the Chief Executive Officer (the “**CEO**”) and communication conduit between the Board and executive management. The nature of the Chair’s responsibilities is such that he or she is a senior executive officer of the Company and is not an independent chair of the Board. The Chair ultimately reports to the Board.

General Governance & Responsibilities

- In collaboration with the Lead Director, ensure that Board functions are effectively carried out and, where functions have been delegated to Board Committees, that the results are reported to the Board.
- Engage with the Lead Director to facilitate communication between management and the independent directors including supporting the CEO and senior management in setting an ambitious strategic and operational plan aligned with the interests of various stakeholders.
- Work with management on the orientation of new directors and continuing education for all directors, in particular ensuring that all directors are aware of and fulfilling their obligations and responsibilities.
- In collaboration with the Lead Director, oversee the annual Board evaluation process, including providing the Lead Director with an annual performance review.
- In collaboration with the Lead Director, oversee the annual performance evaluation and compensation review for the CEO.
- Liaise with the advisory committee or bring in independent advisors as required.

Meetings

- Consulting with the Lead Director in determining the agenda for Board meetings.
- In collaboration with the Lead Director, call and schedule meetings of the Board.
- Presiding over meetings of the Board and assume principal responsibility for meeting effectiveness.
- When there is a case of conflict of interest, or in the Chair’s absence, request the Lead Director to preside over a particular general Board meeting.



Position Description for Committee Chairs

Introduction:

Committees of the Board of Directors (the “**Board**”) of Nano One Materials Corp. (the “**Company**”), as appointed from time to time, operate according to board-approved mandates which set out, amongst other things, their purpose, responsibilities and duties. The committee chair fulfills an important leadership role in facilitating the effective operation and management of the committees, keeps the organization's purpose, mission and strategic direction in mind as the committees pursue their objectives.

Each committee of the Board will be chaired by a director who is appointed by the Board after consultation with the chief executive officer and corporate secretary. Each committee is responsible for oversight of specific key areas that may require in-depth scrutiny, and: (a) operates within applicable laws and applicable rules of each stock exchange on which the Company’s securities are listed for trading; and (b) reviews its mandate annually and reviews its performance against the mandate.

To fulfil his or her responsibilities and duties, the chair of a committee shall:

- set the agenda for each meeting of the committee in consultation with the corporate secretary, and otherwise bring forward for consideration matters within the mandate of the committee;
- oversee the flow of information to the committee to keep the committee informed of material matters relevant to the committee’s mandate and monitor the adequacy and timeliness of materials provided to the committee by management;
- chair meetings of the committee;
- encourage a candid discussion in an atmosphere of openness and trust of all key matters which come before the committee;
- facilitate the committee’s interaction with management, the Board and other committees of the Board; act as a resource and mentor for other members of the committee;
- present to the Board on findings and recommendations considered by the committee, its activities and compliance with the committee’s charter;
- perform such other duties and responsibilities as may be delegated to the chair by the committee from time to time; and
- act as a liaison between management of the Corporation and the Corporation’s external consultants and advisors.

Finally, committee chairs may call a special meeting to address urgent matters as necessary. Throughout the committee's work, the chair should review the functioning and development of the committee to ensure that the work is still needed and is aligned with the organization's mission and strategic direction. As the committee chair steps down or rotates off the chair position, it's prudent for the outgoing chair to support the incoming chair by debriefing the new chair and offering advice.



Position Description of the Lead Director

Introduction:

The Lead Director of Nano One Materials Corp. (the “**Company**”) is responsible for facilitating the functioning of the Board independently of management and the Executive Chair (the “**Chair**”) of the Board of Directors (the “**Board**”) and to serve as an independent leadership contact for the directors and the senior executives. The Lead Director fulfills an important role assisting the Chair in maintaining and enhancing the quality of the Company’s corporate governance. The Lead Director is appointed from among the independent members of the Board, by a majority of the Board, upon the recommendation of the People, Compensation and Governance Committee (the “**PCG**”).

The appointment of the Lead Director shall take place annually, provided that if the appointment of the Lead Director is not so made, the director who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed.

General Governance & Responsibilities

- In collaboration with the Chair, assist the PCG in constituting and ensuring a proper committee structure, including the assignment of committee members and chairs.
- Facilitate communication between the independent directors and the Chair, including debriefing the Chair on decisions made at ‘in camera’ sessions of the independent directors or other independent director meetings.
- Work with management on the orientation of new directors and continuing education for all directors, in particular ensuring that independent directors are aware of and fulfilling their obligations and responsibilities.
- In collaboration with the Chair and the PCG, oversee the annual Board and individual director evaluation process, including providing the Chair with an annual performance review.
- In collaboration with the Chair and the PCG, oversee the annual performance evaluation and compensation review for the CEO.
- Liaise with the advisory committee or bring in independent advisors as required.

Meetings

- Consult with the Chair in determining the agenda for Board meetings.
- Chair in camera portions of Board meetings, held in the absence of non-independent directors and management, and meetings of the independent directors.
- When requested by the Chair, preside over general meetings of the Board, either due to the Chair’s absence or a conflict of interest.



Position Description of the Chief Executive Officer

Introduction:

The Chief Executive Officer (the “CEO”) of Nano One Materials Corp. (the “Company”) is responsible for the overall management of the business and affairs of the Company within the corporate policies, mandates and authority limitations established by the Board of Directors (the “Board”) of the Company. The CEO reports to the Board for all activities of the Company. Specifically, the CEO has the following areas of focus:

Strategy

- Maintaining a strong understanding of market drivers and current knowledge of industry and technology trends.
- Setting the vision and strategy for the Company to capitalize on market advancements.
- Setting, and driving toward, stretch targets for the Company’s performance.
- Establishing and fostering an organizational culture that is motivating and engaging to attract and retain key skillsets to execute the Company’s vision, strategy and targets.

Organization

- Growing, aligning, and leading an effective senior management team with succession plans.
- Ensuring the organization is effectively structured, staffed and incentivized to meet Company objectives and provide shareholder return.
- Delineating the responsibilities of management.
- Overseeing annual planning and budgeting process; getting required approval from the Board and providing regular updates.
- Identifying and mitigating fiduciary risk on behalf of the Company, Board and Shareholders.
- Ensuring appropriate systems are in place to identify and manage all forms of business risk.
- Overseeing an effective system of internal controls and associated policies and procedures are in place.
- Ensuring ethical and legal standards are maintained by all representatives of the Company.

External Relations and Communications (Investors, Customers, Government, Media, etc.)

- Creating and nurturing strategic partnerships, alliances, and stakeholders.
- Communicating compelling value proposition of the Company to investors, customers, key stakeholders, and employees.
- Overseeing consistent and ongoing corporate communications and branding.
- Abiding by proper disclosure regulations in communication with all stakeholders.

Governance and Board

- Serving as a member of the Board, at the pleasure of the Board.
- Ensuring the Company is compliant with all relevant regulatory, governing, ethical and legal authorities or entities.
- Working with the Board on orientation of new directors and continuing education for all directors.
- Providing regular updates to the Board on all material matters as well as on standard key performance metrics.