



## HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE MANDATE

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### 1.0 PURPOSE AND AUTHORITY

The function and purpose of the Health, Safety, Environment & Sustainability Committee (the "**Committee**") is to assist the Board of Directors (the "**Board**") of Nano One Materials Corp. (the "**Corporation**" or "**Company**") in fulfilling its responsibilities with respect to:

- 1.1 overseeing the development and implementation of the health, safety, environment and sustainability ("**HSES**") policies, procedures and programs of the Company and its subsidiaries; and
- 1.2 monitoring compliance with such HSES policies, procedures and programs.

### 2.0 DEFINITIONS

2.1 In this Mandate:

- (a) "**Board**" means the board of directors of the Corporation;
- (b) "**CEO**" means the Chief Executive Officer of the Corporation;
- (c) "**Chair**" means the Chair of the Committee;
- (d) "**Committee**" means the Health, Safety, Environment and Sustainability Committee of the Board;
- (e) "**Corporation**" or "**Company**" means Nano One Materials Corp.;
- (f) "**Director**" means a member of the Board;
- (g) "**Executive Team**" means the senior officers of the Corporation that report directly to the CEO, and shall include all named executive officers and such other members of management as determined by the CEO;

- (h) **"People, Culture and Governance Committee"** means the governance and human resources committee of the Board or the "PC&G";
- (i) **"Mandate"** means this mandate of the Committee;
- (j) **"Member"** means a Director appointed to the Committee.

### **3.0 ESTABLISHMENT AND COMPOSITION OF COMMITTEE**

- 3.1 The Committee will be composed of at least two directors, including a chair of the Committee (the **"Chair"**), all appointed by the Board after considering any recommendation of the PC&G. Each member of the Committee will serve until his or her successor is duly appointed, or upon resignation or removal by the Board.
- 3.2 No Member shall be an Executive Team member or an employee of the Corporation or any affiliate of the Corporation.
- 3.3 The Board may appoint a Member to fill a vacancy on the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining Members may exercise all of the powers of the Committee so long as at least two (2) Members remain in office.
- 3.4 Any Member may be removed from the Committee or replaced by a resolution of the Board.
- 3.5 The Board shall appoint a Chair on the recommendation of the PC&G, or such other Committee as the Board may authorize. The Chair shall continue in that role until a successor is appointed.

### **4.0 COMMITTEE MEETINGS**

- 4.1 The Committee shall meet at least quarterly and at such other times as it deems appropriate. Meetings of the Committee shall be held at the call of the Chair, or
- 4.2 upon the request of any Members. The time, place and procedures for such meetings shall be determined by the Committee.
- 4.3 The CEO shall receive notice of and, unless otherwise determined by the Chair, shall attend all meetings of the Committee.
- 4.4 A quorum at any meeting of the Committee shall be two (2) Members.
- 4.5 Each Member shall have the right to vote on matters that come before the Committee.
- 4.6 Matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee where such matter is considered. Actions of the Committee may also be taken by instruments in writing signed by all of the

Members.

- 4.7 The Committee shall conduct *in camera* sessions of its meetings without management present at each meeting of the Committee.
- 4.8 The Chair shall act as chair of all meetings of the Committee at which the Chair attends, otherwise the Members present at the meeting shall appoint one of their number to act as chair of the meeting.
- 4.9 Unless otherwise determined by the Chair, the Corporate Secretary of the Corporation shall act as secretary of all meetings of the Committee.
- 4.10 The Committee may invite any Directors, officers or employees of the Corporation or any person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.
- 4.11 The Committee may delegate authority to individual Members or subcommittees if deemed appropriate.

## **5.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The responsibilities of the Committee will include:

### **5.1 Health & Safety**

- (a) satisfying itself that the Company has developed policies, procedures and programs that will ensure compliance with legislation regulating health and workplace safety in the various jurisdictions in which the Company or any of its subsidiaries conducts business;
- (b) satisfying itself that the Company has the necessary management systems to assure and measure its business units' compliance with applicable policies, procedures and programs;
- (c) monitoring development and implementation of risk management processes relating to health and safety matters;
- (d) reviewing and appraising results achieved, and making recommendations, as appropriate, including recommendations covering remediation or improvement of processes;
- (e) reviewing and evaluating accident/incident reports and determining if such accidents/incidents are of sufficient significance to report to the Board;

### **5.2 Environment**

- (a) satisfying itself that the Company has developed policies, procedures and programs that will ensure compliance with legislation regulating the environment, in the various jurisdictions in which the Company or any of its subsidiaries conducts business;

- (b) satisfying itself that the Company has the necessary management systems to assure and measure its business units' compliance with applicable policies, procedures and programs;
- (c) monitoring development and implementation of risk management processes relating to environmental matters;
- (d) reviewing and appraising results achieved, and making recommendations, as appropriate, including recommendations covering remediation or improvement of processes;
- (e) reviewing and evaluating environmental incident reports and determining if such incidents are of sufficient significance to report to the Board;

### **5.3 Sustainability**

- (a) reviewing, at least annually, the Company's sustainability strategies and performance;
- (b) receiving regular reports from management regarding the Company's sustainability efforts;
- (c) reviewing the Company's annual public disclosure in relation to sustainability matters, including the Company's ESG/Sustainability Report (together with the Audit Committee), and periodically reviewing other sustainability-related material public disclosures by the Company;
- (d) monitoring, reviewing, and making recommendations to the Board regarding the application of the United Nations Sustainable Development Goals and other standards as may be applicable to the Company's sustainability practices;

### **5.4 Crisis Management & Business Continuity**

- (a) monitoring the development and implementation of crisis management and business continuity processes;

### **5.5 Legal Compliance & Investigations**

- (a) overseeing legal and regulatory matters that may have a material impact on compliance with HSES policies, procedures and programs, and the Company's business, and
- (b) the Committee shall have access to and meet separately, periodically, with management, and internal and independent advisors in connection with such matters, including any related internal investigations; provided that management has express authority to communicate at any time directly with the Committee about such legal and regulatory compliance matters.
- (c) The Committee will have the authority to engage, terminate and determine funding for

consultants, independent legal counsel and other advisors (the “Advisors”) as it deems necessary to carry out its responsibilities. Such Advisors may be the regular advisors to the Company. The Committee is empowered to cause the Company or any of its subsidiaries, as applicable, to pay the compensation of the Advisors as established by the Committee.

## **6.0 REPORTING**

- 6.1 The Chair, or another designated Member, shall report to the Board at each regular meeting on those matters that were dealt with by the Committee since the last regular meeting of the Board.

## **7.0 REMUNERATION OF MEMBERS**

- 7.1 Members and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time, having considered the recommendation of the PC&G.

## **8.0 GENERAL**

- 8.1 This Mandate shall be posted on the Corporation's corporate website at [www.nanoone.ca](http://www.nanoone.ca).
- 8.2 The Committee shall periodically review its own effectiveness and performance.
- 8.3 The Committee shall perform any other activities consistent with this Mandate, the Corporation's by-laws and applicable laws, that the Board or the Committee determines necessary or appropriate.
- 8.4 The Committee shall review and assess the adequacy of this Mandate periodically and recommend to the PC&G any changes it deems appropriate.