



Position Description of the Board Chair

Introduction:

The 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

- Ensures that Board functions are effectively carried out and, where functions have been delegated to Board Committees, that the results are reported to the Board.
- Facilitates 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.
- Works 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.
- Oversees the annual Board evaluation process.
- Oversees 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 CEO in determining the agenda for Board meetings.
- In collaboration with the CEO, 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 Chair of the People, Compensation and Governance Committee to preside over a particular general Board meeting.