GOVERNANCE COMMITTEE CHARTER

Adopted by the Board of Directors on November 23, 2021
CHARTER OF THE GOVERNANCE COMMITTEE

I. PURPOSE
The Board of Directors (the "Board") of Northstar Clean Technologies Inc. ("Northstar") has established a Governance Committee (the "Committee") to assist the Board in matters pertaining to: (i) recommendations with respect to the nomination of directors to the Board; (ii) overseeing and supervising any share purchase plan, share option plan, bonus participation plan, incentive compensation plan or other equity based plan; and (iii) all matters of corporate governance, new director nominations, size and composition of the Board and committees of the Board.

II. COMPOSITION
The Committee will be comprised of such number of the directors as the Board may from time to time determine. The majority of the Committee members shall be "independent directors" as defined by applicable laws, including the requirements of National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110"), as such rules are revised, updated or replaced from time to time. Its members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.

The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair for the Committee is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

III. RESPONSIBILITIES AND POWERS - GOVERNANCE

- Annually reviewing the charters of the Board and its committees and, after consulting with the members of each respective committee, recommending to the Board such amendments to those charters as the Committee believes necessary.
  - Determining annually Northstar's directors and officers insurance and indemnities and considering the adequacy of such coverage.
- Reviewing and recommending to the Board, annually, disclosure respecting Northstar's corporate governance practices to be included in Northstar's public disclosure documents.
- Reviewing and making recommendations to the Board regarding minimum shareholding requirements for directors, and monitoring such shareholdings.
- Evaluating the independence of the directors.
- Annually evaluating the performance of the Board, each Committee and contribution of individual directors.
- Considering what competencies and skills the Board, as a whole should possess, analyzing what competencies and skills each existing director possesses and based on the foregoing, recommend to the Board candidates for director prior to their appointment or nomination by the Board.
- Overseeing an appropriate selection process for new nominees to the Board, including responsibility for identifying individuals qualified to become Board members and making recommendations to the Board for nominees to be elected as directors.
- Identify the Board's expectations for service as a director.
- Approving an appropriate orientation and education program for new recruits to the Board.

IV. RESPONSIBILITIES AND POWERS - NOMINATION

- Recommending the appropriate size and composition of the Board.
- Developing criteria for selection of nominees for appointment or election the Board in the context of the Board’s existing composition and structure.
- Making recommendations to the Board on the appointment and succession of directors, in light of the assessment of existing and required skills and competencies.
- Recommending to the Board the slate of nominee directors for presentation to each annual shareholders meeting.
- Identifying, assessing and enhancing director competencies.
- Developing a succession plan for the Board and regularly reviewing the plan.

V. MEETINGS

Proceedings and meetings of the Committee will be governed by the provisions of General by-law relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and other provisions adopted by the Board in regard to committee composition and organization.
SCHEDULE “A”

RECEIPT AND ACKNOWLEDGEMENT

I, ________________, hereby acknowledge that I have received and read a copy of the "Governance Committee Charter" of Northstar Clean Technologies Inc. and agree to respect its terms and its intent at all times.

__________________________________
Name

__________________________________
Signature

__________________________________
Date