



**NORTHSTAR**  
CLEAN TECHNOLOGIES

## CHARTER OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors on July 28, 2022

## CHARTER OF THE BOARD OF DIRECTORS

### I. PURPOSE

The Board of Directors (the "Board") of Northstar Clean Technologies Inc. ("Northstar") is elected by Northstar's shareholders to oversee the management of the business and affairs of Northstar.

The role of the Board is to promote the long-term sustainable success of Northstar and oversee the creation, enhancement and preservation of shareholder and other stakeholder value while having regard to the impact of its operations on the environment and the communities within which it operates.

The Board monitors the manner in which Northstar conducts its business, as well as the senior management responsible for the day-to-day operations of Northstar. It approves Northstar's key policies, assesses their implementation by management and reviews the results.

### II. RESPONSIBILITIES AND POWERS

In addition to statutory responsibilities, the Board, either directly or through one of its committees, assumes responsibility for:

#### **Appointment, Development and Compensation of Management**

- Appointing the Chief Executive Officer ("CEO"), setting forth the position description, as well as planning for the succession of the CEO with the assistance of the Compensation Committee and the Governance Committee.
- Appointing senior officers in addition to the CEO, as well as planning for their succession, with the assistance of the Governance Committee.
- Evaluating the performance and determining the compensation of the CEO and other senior officers, with the assistance of the Compensation Committee.
- Ensuring that the Board's expectations of management are understood.
- Satisfying itself, to the extent feasible, as to the integrity of the CEO and other senior officers, and that the CEO and other senior officers maintain a culture of integrity throughout Northstar.

#### **Strategy and Risk**

- Adopting a strategic planning process and thereafter reviewing and, where appropriate, approving, annually, a strategic plan and a budget which takes into account, among other things, the opportunities and risks of the business (all of which are developed at first by management), and monitoring Northstar's performance with reference to the adopted budget and strategic plan. Overseeing a process for identifying the principal risks of Northstar's business, ensuring the implementation of appropriate controls, measures and systems to manage these risks, and reviewing at least annually any public disclosure of risks.
- Overseeing and monitoring, directly or through one or more committees, progress in permitting, project development, government relations and relations with various stakeholders, in light of the strategic objectives and risks of the business.
- Approving unbudgeted capital expenditures, or significant divestitures, as well as acquisitions where environmental or other liabilities exist, and which could result in significant exposure to Northstar.

## **Finance, Disclosure and Compliance**

- Reviewing and approving major financings, capital expenditures and allocation of resources.
- Overseeing, with the assistance of the Audit Committee, internal controls, management information systems, the quality and integrity of Northstar's accounting and financial reporting systems, and disclosure controls and procedures.
- Reviewing and approving content of the principal communications by Northstar to its shareholders and the public, such as quarterly and annual financial statements and management's discussion and analysis, annual information form, information circulars, prospectuses and other similar documents which may be issued and distributed, provided that the quarterly financial statements and related management's discussion and analysis and earnings press releases and any other public disclosure document containing financial information may be reviewed and approved by the Audit Committee instead of the Board.

## **Governance**

- Ensuring, with the assistance of the Governance Committees, that appropriate structures and procedures are in place so that the Board and its committees can function independently of management and in accordance with sound corporate governance practices.
- Discussing and developing Northstar's approach to corporate governance issues in general, with the involvement of the Governance Committee.
- Conducting annually, with the assistance of the Governance Committee, a review of Board practices and the Board's and committees' performance, to ascertain that the Board, its committees and the directors are capable of carrying out and do carry out their roles effectively.
- Ensuring the adequacy and form of compensation of non-executive directors, taking into account the responsibilities and risks involved in being an effective director, with the assistance of the Compensation Committee.
- Determining, with the assistance of the Governance Committee, in light of the opportunities and risks facing Northstar, what competencies, skills and personal qualities the Board should seek in recruiting new Board members, and the appropriate size of the Board to facilitate effective decision making.
- Determining, annually, with the Governance Committee, the independence of each member of the Board as such term is defined by applicable laws and regulations, including rules and guidelines of stock exchanges to which Northstar is subject.
- Determining annually, with the Audit Committee, if each member of the Audit Committee is "financially literate" as such term is defined under applicable laws and regulations, including rules and guidelines of stock exchanges to which Northstar is subject.
- Selecting, with the assistance of the Governance Committee, nominees for election as directors.
- Selecting a chairperson of the Board if the Board believes that a chairperson will enhance the governance and functioning of the Board, and ensuring that the director appointed as chairperson of the Board is and remains independent.
- Ensuring, with the assistance of the Governance Committee, that new directors have a good understanding of their role and responsibilities and of the contribution expected of them

(including as regards attendance at, and preparation for, meetings), and that they are provided with adequate education and orientation as regards Northstar, its business and activities.

- Monitoring, directly or through one of its committees, compliance with Northstar's Code of Business Conduct and Ethics and other corporate policies and compliance with all laws.
- Considering the means by which stakeholders can communicate with the members of the Board (including independent directors).

#### Health, Safety, Environment and Sustainability

- Overseeing the Company's approach to health and safety practices, human capital management and the environment.
- Overseeing the Company's approach to sustainability and sustainable business practices.

### **III. CHARTER**

The Governance Committee shall periodically review this Charter and recommend appropriate changes to the Board.

**SCHEDULE "A"**

**RECEIPT AND ACKNOWLEDGEMENT**

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

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date