

**NG ENERGY INTERNATIONAL CORP.**  
**(the “Corporation”)**

**MANDATE OF THE CHAIR OF THE  
BOARD OF DIRECTORS**

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**I. PURPOSE**

The primary function of the Chair of the Board of Directors (the “**Board**”) is to facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate.

**II. GENERAL**

**(a) Appointment and Removal of Chair of the Board**

The Chair of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of shareholders or between annual general meetings upon the resignation, death, disqualification or removal of the Chair. Subject to the favorable outcome of the Chair’s annual performance review conducted by the corporate governance committee of the Board (the “**Corporate Governance Committee**”), having regard for the position description for the Chair and the Chair’s attendance at Board meetings or committee meetings and overall contribution, the Chair shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Chair or the resignation, disqualification or removal of the Chair from the Board.

**(b) Qualifications**

The Chair shall be a member of the Board and satisfy independence standards required for a chair of a board of directors under applicable law, if any, except if the Chair was appointed as an “Executive Chair” of the Board, in which case the independence standards shall not apply. The Chair shall be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the adoption of “best practices” where appropriate.

**(c) Access to Management and Outside Advisers**

The Chair shall have unrestricted access to management and employees of the Corporation. The Chair shall have the authority to retain and terminate external legal counsel, consultants or other advisers to assist the Chair in fulfilling their responsibilities and to set and pay the respective compensation for these advisers without consulting or obtaining the approval of the Board or any officer of the Corporation. The Corporation shall provide appropriate funding, as determined by the Chair, for the services of these advisers.

### III. ACCOUNTABILITIES AND RESPONSIBILITIES

The Chair shall have the accountabilities and responsibilities set out below as well as any other matters that are specifically delegated to the Chair by the Board.

#### (a) Board Management

- i) Chair of Board Meetings and Shareholder Meetings - The Chair shall chair Board meetings and all shareholder general meetings and special meetings. The Chair may vote at a Board meeting on any matter requiring a vote and shall provide a second vote in the case of a tie vote.
- ii) Board Meetings – In consultation with the Chief Executive Officer of the Corporation, the Chair shall: (i) establish the frequency of Board meetings and review such frequency from time to time; and (ii) shall set the agenda for each Board meeting and use their best efforts to provide all necessary materials to the Board members in advance of each Board meeting. Each Board meeting agenda shall include reviews of appropriate operating and strategic issues, plus any other matters requiring approval of, or consideration by, the Board.
- iii) Board Culture & Independence – The Chair shall encourage the highest level of integrity and honesty in the actions of the Board and management, respect and trust among directors, the open and timely sharing of all relevant information among all directors in order to eliminate selective disclosure among directors, acceptance by all directors of and a genuine commitment by all directors to the right of every director to hold and express dissenting opinions, and a willingness on the part of directors to function in a collaborative manner. Unless a lead independent director has been appointed, the Chair shall also facilitate the functioning of the Board independently of management.
- iv) Director Appointments and Nominations - The Chair shall provide input to the Corporate Governance Committee on its recommendation to the Board for approval of: (i) candidates for nomination or appointment to the Board; and (ii) members and chairs of Board committees.
- v) Access to Management and Outside Advisers - On an ongoing basis, the Chair shall assess whether the Board and its committees have appropriate administrative support, access to senior management and access to outside advisers for the purposes of the Board fulfilling its mandate.
- vi) Regulatory Matters - As appropriate, the Chair shall create opportunity for the Board to review and provide feedback on the Corporation's response to material regulatory recommendations and requests.
- vii) Organization Structure – As appropriate, the Chair shall create opportunity for the Board to review and, if advisable, approve any proposed changes to the Corporation's organization structure which have a material effect on reporting lines or the independence of key control groups such as internal audit, finance, legal, compliance and risk management.

**(b) Advisory Matters Relating to the Chief Executive Officer**

- i) Input on Chief Executive Officer Matters - The Chair shall provide input to the Corporate Governance Committee in respect of the appointment, removal, evaluation, compensation and succession, as applicable, of the Chief Executive Officer.
- ii) Meeting with Chief Executive Officer - The Chair shall meet regularly with the Chief Executive Officer to provide feedback and advice on behalf of the Board. On an ongoing basis, the Chair shall communicate with the Chief Executive Officer on behalf of the Board regarding concerns or comments of the Board, shareholders or other stakeholders.
- iii) Strategic Planning - At least annually, the Chair shall ensure the Board reviews management's strategic planning initiatives.
- iv) Communication with Shareholders - At least annually, in conjunction with the Board and the Chief Executive Officer, the Chair shall review the Corporation's communication strategy and measures for receiving feedback from the shareholders.

**IV. REPORTING TO THE BOARD**

The Chair shall report to the Board on material matters arising in undertaking the Chair's functions and responsibilities under this mandate and, if necessary, shall make recommendations to the Board for its approval on these matters.

**V. NO RIGHTS CREATED**

This mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Chair, assisted by the Board and management, discharges the foregoing responsibilities and duties. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's constating documents, it is not intended to establish any legally binding obligations.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability whatsoever.

**VI. CURRENCY OF THE CHAIRMAN'S MANDATE**

This mandate was approved by the Board on July 31, 2023.