



# HYDROGRAPH

## Charter of the Corporate Governance Committee

(the “**Charter**”)

1. Purpose. The Corporate Governance Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of HydroGraph Clean Power Inc. (the “**Company**”). Its purpose is to carry out the responsibilities delegated by the Board relating to procedures and developing and maintaining the Company's corporate governance policies.

2. Membership. The Committee shall consist of three or more directors. A majority of the Committee shall be independent in accordance with National Policy 58-201 - *Corporate Governance Guidelines*, unless otherwise permitted under applicable securities laws.

2.1 The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee's powers so long as a quorum exists.

2.2 A quorum for decisions of the Committee shall be a majority of Committee members.

2.3 The Board shall appoint a chair of the Committee (the “**Chair**”) from the Committee members. Subject to Section 2.1, the Board shall determine the Chair's term of office.

3. Duties and Responsibilities. The Committee shall have the following duties and responsibilities:

3.1 Develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company; review these principles at least once a year; and recommend any changes to the Board.

3.2 Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.

3.3 Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process; and



recommend that this disclosure be included in the Company's management information circular.

3.4 Develop, subject to approval by the Board, a process for an annual assessment of effectiveness of the Board and its committees; and oversee the conduct of this annual assessment.

3.5 Review the Board's committee structure and composition; and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually.

3.6 Develop and oversee a Company orientation program for new directors and a continuing education program for current directors; and periodically review these programs and update them as necessary.

3.7 Develop and recommend to the Board for approval director independence standards in addition to those required by applicable laws and stock exchange requirements; and evaluate the independence of each director at least annually.

3.8 Develop and recommend to the Board for approval a Company Code of Business Conduct and Ethics (the “**Code**”); monitor compliance with the Company's Code; investigate any alleged breach or violation of the Code; enforce the provisions of the Code; and review the Code periodically and recommend any changes to the Board.

3.9 Review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation should be accepted.

3.10 Assist the CEO and CFO in fulfilling their responsibilities for establishing and maintaining disclosure controls and procedures (which may include controls and procedures currently used by the Company) that are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation.

3.11 Participate in discussions and make recommendations to the Board regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to the Company's public disclosure.

3.12 Review and supervise the preparation of the Company's:

- (a) continuous and periodic disclosure documents, including the Company's:
- (b) management information circular;
- (c) interim management's discussion and analysis;
- (d) annual management's discussion and analysis;

- (e) interim financial statements;
- (f) annual financial statements;
- (g) material change reports; and
- (h) any other information filed with or furnished to securities regulators;
- (i) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's security holders;
- (j) correspondence broadly disseminated to security holders;
- (k) disclosure relating to the Company's results of operations and financial position, or its securities posted to the Company's website or through social media channels; and
- (l) other electronic, written or oral disclosures as contemplated under the Company's disclosure policy.

3.13 Developing, implementing and monitoring the effectiveness of, and compliance with, the Company's disclosure policy.

3.14 Report to the Board on the activities of the Committee, including any decisions and action taken by the Committee.

3.15 Perform any other activities as are consistent with this Charter, the Company's articles, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee's duties and responsibilities.

3.16 In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the Board, Audit Committee, Nomination and Compensation Committee, internal auditors, independent public accountants, and internal and outside counsel. The Committee may consult with the Company's outside counsel and independent public accountants from time to time as deemed appropriate by the Committee in discharging its responsibilities. Representatives of such counsel and such accountants, and any other person or persons deemed appropriate by the Committee, may attend meetings of the Committee upon invitation.

#### 4. Outside Advisors.

4.1 The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm.

4.2 The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors.

4.3 The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

4.4 The search consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the following factors:

- (a) provision of other services to the Company by the person that employs the consultant, counsel or other advisor;
- (b) the amount of fees paid by the Company to the person that employs the consultant, counsel or other advisor, as a percentage of that person's total revenue;
- (c) policies and procedures of the person that employs the consultant, counsel or other advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship between the consultant, counsel or other advisor and any member of the Committee;
- (e) ownership by the consultant, counsel or other advisor of the Company's shares; and
- (f) any business or personal relationship between the consultant, counsel or other advisor, or the person employing the advisor, and any executive officer of the Company.

4.5 The Committee may retain, or receive advice from, any advisor that it prefers, including ones that are not independent, after considering the specified factors.

## 5. Structure and Operations.

5.1 The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board.

5.2 A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting. Notice of every meeting shall be given to each member of the Committee.

5.3 The Committee may invite such directors, officers and employees of the Company to its meetings as it deems appropriate to assist the Committee with the fulfillment of its duties and responsibilities. However, the Committee shall meet regularly without such members present.

5.4 At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the “**Secretary**”). The Secretary shall circulate the minutes of meetings of the Committee to members of the Committee.

5.5 The Committee shall approve and retain minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all the members of the Committee.

5.6 The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

6. Delegation of Authority. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

7. Performance Evaluation. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

8. No Rights Created. This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.