

**CVW CLEANTECH INC.**

**CHARTER OF THE  
CORPORATE GOVERNANCE AND ESG COMMITTEE**

**I. PURPOSE**

- A. The primary function of the corporate governance and ESG committee (the "**Committee**") is to assist the Board of Directors (the "**Board**") in carrying out its responsibilities by reviewing corporate governance, and ESG issues and making recommendations to the Board as appropriate. In addition, the Committee assists the Board in its oversight and responsibilities regarding social responsibility matters and makes recommendations to the Board as appropriate in that regard.

**II. CONSTITUTION, COMPOSITION AND DEFINITIONS**

- A. The Committee shall consist of not less than three nor more than six Directors, all of whom shall qualify as an independent Director. An "**Independent Director**" is a Director who is free from any direct or indirect relationship that would or could reasonably interfere with the exercise of his or her independent judgment and is independent within the meaning of applicable Canadian securities laws. Committee members will include only duly elected Directors. At the request of the Committee, certain members of senior management of CVW CleanTech Inc. (the "**Company**") and others may attend Committee meetings on an ad hoc or a regular basis.
- B. Members of the Committee shall be appointed at a meeting of the Board, provided that any member may be removed and replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Chair of the Board shall be an ex-officio member of the Committee.
- C. Where a vacancy occurs at any time in the membership of the Committee, the Board may fill it.
- D. The Committee will recommend an unrelated Director to act as Chair of the Committee to the Board for approval. The Board shall appoint the Chair of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside by a majority of the members of the Committee present at such meeting. The Chair presiding at any meeting of the Committee shall not have a casting vote in addition to his or her regular vote.
- E. The Committee shall meet at least annually at the call of the Chair. In addition, a meeting may be called by the Executive Chair or any member of the Committee.

Committee meetings may be held in person, by video conference, by means of telephone or by a combination of any of the foregoing.

- F. Notice of the time and place of each meeting may be given orally, or in writing (including by electronic means), or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.  
A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- G. A majority of Committee members, present in person, by videoconference, by telephone or by any combination thereof shall constitute a quorum.
- H. The Chair of the Board of Directors and the Corporate Secretary are expected to be available to attend meetings or portions thereof.  
The Committee may, by specific invitation, have other persons in attendance. The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee. Directors who are not members of the Committee may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Chair of the Committee or by a majority of the Committee.
- I. A summary of Committee meetings shall be given orally or in writing by the Chair of the Committee or his designate to all members of the Board at the subsequent Board meeting following any meeting of the Committee.

### **III. DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Committee is expected to:

- (a) Act in an advisory capacity to the Board;
- (b) Review on a periodic basis the terms of reference of the committees of the Board and make recommendations, as deemed appropriate, with respect to such terms of reference;
- (c) Generally discuss recommendations regarding corporate governance and ESG matters with the Executive Chair before making recommendations to the Board, except where the Committee deems it inappropriate or not in the best interests of the Company to do so;
- (d) Be available as a forum for addressing the concerns of individual Directors;
- (e) Review and approve annually, for disclosure to shareholders, a report that describes the Company's corporate governance practices;
- (f) From time to time, consider, recommend and bring forward to the Board, any corporate governance issues for review, discussion or action by the Board or a committee thereof;
- (g) Ensure that any issues relating to governance that are identified by the Directors are raised with management and the Chair of the Board, followed by the Board, as necessary; and

- (h) Provide oversight of issues impacting the Company and its subsidiaries as such relates to governance and ESG matters generally.

The Committee, upon approval by a majority of the members of the Committee, may, subject to Board approval, engage and compensate outside resources if deemed advisable.

**IV. REVIEW**

The Committee shall review these terms of reference annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.

Nothing contained in this Charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. The Committee may retain persons having special expertise and may obtain independent professional advice to assist it in fulfilling its responsibilities at the expense of the Company, as determined by the Committee and approved by the Board. Members of the Committee are entitled to rely, absent knowledge to the contrary, on: (i) the integrity of the persons and organizations from whom they receive information; and (ii) the accuracy and completeness of the information provided.

Revision #	Date of Revision	Status (Approved by Board / Drafted, Awaiting Review & Approval / Return to Revise or Omit)	Author of revision
Version 1	28 July 2022	Draft	