



CORPORATE GOVERNANCE & SOCIAL RESPONSIBILITY COMMITTEE CHARTER

1 Policy Statement

The mandate of the Corporate Governance & Social Responsibility Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Nemaska Lithium Inc. (the “**Corporation**”) is to:

- i. oversee the development framework of rules and practices for the Corporation’s approach to matters of corporate governance;
- ii. assist the Board in fulfilling its oversight and due diligence responsibilities with respect to social responsibility, including the development and implementation of related strategies, policies and managements systems; and
- iii. make recommendations to the Board on the foregoing;

the whole as more specifically described in the responsibilities set forth below.

2 Composition, competencies and organization

The Committee shall be comprised of at least three directors who are neither officers (for greater certainty, except the Chairman of the Board who may be a member) or employees of the Corporation.

The Committee members shall be appointed by the Board annually at the Board meeting held closest to the annual general meeting of shareholders. The Board may dismiss or replace a Committee member at any time. Committee members must remain in office until their successors are appointed. A Committee member must cease to occupy in such capacity if he is no longer a Board member.

The Board shall designate who, among the Committee members, will chair the Committee meetings and works. If the Committee Chairperson is absent or unable to act, any other Committee member may then be designated by the Committee to chair any meeting.

The Corporate Secretary or, as applicable, the Assistant-Secretary of the Corporation shall act as secretary of the Committee meetings. He/she keeps the minutes of the Committee meetings.

3 Subcommittees

The Committee may, from time to time, establish subcommittees comprised of certain of its members and may delegate certain of its duties to such subcommittees.

4 Duties and responsibilities

Corporate Governance

The Committee has the following duties, tasks and responsibilities:

- a. Recommend corporate governance policies to the Board and, in general, determine the Corporation's approach to corporate governance matters;
- b. Review annually the charters of the Board and its committees and recommend to the Board such amendments to these charters as the Committee deems necessary or desirable;
- c. Monitor management's oversight of the Corporation's compliance with its own core policies and corporate governance practices;
- d. Assist the Chairman of the Board in carrying out his responsibilities, namely by (without limitation):
 1. ensuring that the Board responsibilities are well understood by all directors and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;
 2. assessing the adequacy of the resources available to the Board (in particular timely and relevant information) that are necessary to support its work;
 3. adopting procedures to enable the Board to conduct its work effectively, including committee structure and composition, scheduling, and management of meetings;
- e. Manage the performance assessment, in concert with the Chairman of the Board, on an annual basis, of:
 1. the Board and its committees (including this Committee), each as a group; and
 2. the Chairs of the Board and of each committee and all directors, each on an individual basis;

it being understood that the Committee shall prepare the relevant documentation and materials, structure and launch the process, collect the information and make recommendations to the Board based on assessment results (including surveys), whereas it remains the sole responsibility of each single director to actually perform the assessment (including by answering the relevant surveys);
- f. Review with management annually the Corporation's directors & officers' insurance and indemnities (pursuant to contract and the Corporation's by-laws), consider the adequacy of such coverage and make recommendations to the Board with respect thereto;
- g. Supervise and evaluate the Corporation's securities reporting and trading compliance procedures and policies, and approve any material changes thereto;
- h. Adopt and recommend to the Board, standards to be applied in making determinations as to the presence or absence of material relationships between the Corporation and a director, and review and confirm the status of the independent directors;
- i. Review and recommend to the Board, annually, disclosure respecting the Corporation's corporate governance practices to be included in the Corporation's annual report, proxy solicitation circular or annual information form;
- j. Assess and consider any shareholder proposals to be included in the proxy solicitation circular and make appropriate recommendations to the Board;
- k. Recommend procedures to allow the Board to meet on a regular basis in the absence of management and directors who are not independent directors;

- l. Oversee the Code of Ethics, policies on conflict of interests, ethics and foreign corrupt practices, and oversee management's monitoring of compliance with them;
- m. Review the Corporation's Articles and By-laws and recommend any necessary changes to the Board;
- n. Determine and review minimum shareholding requirements for directors and officers, and the disclosure thereof;
- o. Review and make recommendations respecting the Corporation's Shareholders Rights Plan;
- p. Oversee policies and practices relating to shareholder engagement with the Board; and
- q. Receive whistleblowing reports.

Social Responsibility

In addition, the Committee has the following duties, tasks and responsibilities:

- r. Oversee the Corporation's corporate responsibility strategy, including a corporate responsibility policy framework and initiatives to promote health, safety and responsible environmental stewardship, while maintaining and developing positive relationships with community in which the Corporation operates;
- s. Review and monitor management's oversight of the development and implementation of strategies, policies, programs and management systems relating to:
 - 1. occupational health & safety;
 - 2. environment;
 - 3. local communities;
 - 4. corporate responsibility generally;
- t. Oversee the establishment of performance measurement systems to monitor health, safety and environmental and social performance, and compliance with related legal requirements and internal targets;
- u. Review the foregoing policies, programs, management and measurement systems with particular focus on the assessment and mitigation of health, safety, environmental and social risks;
- v. Review procedures dealing with the receipt by management of notification pertaining to actual, alleged or suspected violation of occupational health & safety, and environmental policies and programs of the Corporation's standards of corporate and operational conduct;
- w. Review the implementation of redressal procedures for non-compliance with applicable health & safety and environmental laws and regulations, and review reporting by management of the resolution thereof on a timely basis;
- x. Review emergency planning and procedures relating to health & safety and environment;
- y. Review crisis management plans and recovery programs;
- z. Review the adequacy of resources and systems for management to implement appropriate health, safety, environmental, community and permitting programs;
- aa. Receive and analyze management's reports on the Corporation's community initiatives; and
- bb. Monitor communications and reputational issues; in particular:
 - 1. review practices and procedures for communicating to employees the Corporation's corporate responsibility strategy, including efforts to create a culture of awareness in the areas of safety, health

and environmental stewardship, and the importance of taking corporate responsibility into account in decision-making with the organization;

2. oversee the approach to communicating with shareholders and other stakeholders about the Corporation's performance in corporate responsibility;
3. receive annual update on issues relating to security at the Corporation's sites; and
4. report on the Committee's activities to the shareholders annually in the proxy solicitation circular or in other disclosure documents and/or on the Corporation's website.

In General

Finally, the Committee has the following general duties, tasks and responsibilities:

- a. Engage and compensate any outside advisor that the Committee determines to be necessary to allow it to carry out its duties; for greater certainty, in every instance where the Committee requires any outside advisor's assistance to carry its duties, exercise its prerogatives and/or fulfill its mandate, any such outside assistance shall be retained/hired directly (not through management) by the Committee and shall report to the Committee;
- b. Assess all risks associated with this Committee's role and responsibilities, and see that appropriate mitigation measures are implemented;
- c. Report to the Board on deliberations of any Committee meeting after each such meeting;
- d. Examine and reassess, if need be, the appropriateness of this charter and recommend to the Board, any amendment thereto which is warranted; and
- e. Accomplish any other task or take any other responsibility that may be delegated to it by the Board.

5 Meetings

The Committee shall meet regularly at times necessary to perform the duties and responsibilities described above in a timely manner, but not less than once a year. Meetings may be held at times deemed appropriate by the Committee. The Committee members may attend meetings in person or by telephone, or by electronic means or any other means of communication.

The Committee may invite members of management or external consultants to attend meetings, if warranted, to make informed decisions, provided that the Committee is satisfied that appropriate measures are taken to ensure that such consultants protect, if need be, the confidential nature of the Committee's deliberations.

The Committee itself or any subcommittee, as applicable, must set the date, time and location of meetings, convene same and set the proceedings thereof, subject to complying, each time, with the following provisions:

- a. a notice of any Committee meeting must be sent by courier, delivered by hand or transmitted by any other means of electronic communication or by telephone to each Committee member at least 12 hours prior to the meeting ; each notice must be sent to the address (street or electronic) or phone number of each member as indicated in the secretary's records; a Committee member may waive notice of any Committee meeting and, by attending the meeting, he is deemed to have waived notice, except if this member attends the meeting solely to oppose its deliberations on the basis that such meeting was not duly convened;
- b. at each meeting of the Committee or, as applicable, subcommittee, the quorum shall consist of the majority of members for the purposes of dealing with the agenda items;
- c. any Committee decisions or measures require a positive vote of the majority of members attending a duly constituted meeting or, as applicable, a written resolution signed by all Committee members; and

- d. the Committee may hold an in-camera session (*i.e.* management not attending) during any meeting, if deem necessary or appropriate, to allow its members to hold open and frank discussions.

6 Amendments

Any addition or deletion, or any other amendment to any provision of this charter of the Committee must be approved and authorized by the adoption of a simple majority Board resolution.

Approved by the Board of Directors on November 13, 2018.