



5N PLUS

5N Plus Inc.

Position Description:

**Chair of the Governance
and Compensation Committee**

Amended on November 2, 2021



The Board of Directors (the “**Board**”) of 5N Plus Inc. (“**5N Plus**” or the “**Company**”) has adopted a position description for the Chair (the “**Chair**”) of the Governance and Compensation Committee (the “**Committee**”). In performing this role, the Chair will lead the Committee in the management of the affairs of the Committee and ensure that it is properly organized, and that the Committee fulfills its mandate and responsibilities in accordance with the laws, regulations and policies governing the Company.

The Chair will be appointed, serve, and be removed in accordance with the Committee’s charter. The Chair will be independent as that term is defined in applicable laws, regulations, rules and listing standards.

The Chair will:

- a) provide effective leadership to ensure that the Committee works as a cohesive team;
- b) ensure that the responsibilities of the Committee are well understood by Committee members and management;
- c) ensure that adequate resources and timely and relevant information are available to the to exercise its duties;
- d) ensure that the effectiveness of the Committee is assessed on a regular basis and take the necessary measures to correct the weaknesses underlined by the assessment;
- e) ensure the Committee's structure and charter are appropriate and adequate to support the discharge of the Committee's responsibilities;
- f) ensure that the scheduling, organization and procedures of the Committee meetings provide adequate time for the consideration and discussion of relevant issues;
- g) work with the Chairman of the Board and Corporate Secretary to set the calendar of the Committee's meetings;
- h) have the authority to convene special meetings as required;
- i) chair every meeting of the Committee and encourage candid, free and open discussions at the meetings;
- j) ensure that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
- k) act as liaison with management with regard to the work of the Committee;
- l) report to the Board concerning the work of the Committee;
- m) attend meetings of shareholders to respond to questions from shareholders as may be put to the Chair of the Committee; and
- n) exercise the authority specifically delegated to the Chair by the Committee, if any.