



METAMATERIAL INC.  
MANDATE FOR THE BOARD OF  
DIRECTORS

Effective Date: 14 August 2020

Review Cycle: Annual

A. PURPOSE

1. **The members of the Board of Directors (the “Board”) have the duty to supervise the management of the business and affairs of Metamaterial Inc. (the “Corporation”).** The Board, directly and through its committees and the Chairman of the Board, shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Corporation

B. MEMBERSHIP, ORGANIZATION AND MEETINGS

1. General – The composition and organization of the Board, including: the number, qualifications and remuneration of directors; the number of Board meetings; residency requirements; quorum requirements; meeting procedures and notices of meetings are as established by the Ontario Business Corporations Act and the Articles and By-Laws of the Corporation.
2. Independence – The Board shall establish independence standards for the directors in accordance with Applicable Requirements (as defined below), and, at least annually, shall affirmatively determine the independence of each director in accordance with these standards. A minimum of a majority of the directors shall be independent in accordance with these standards.
3. Access to Management and Outside Advisors – The Board shall have unrestricted access to the **Corporation’s management and employees. The Board, and each of its committees,** shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation of these advisors without consulting or obtaining the approval of any Corporation officer. The Corporation shall provide appropriate funding, as determined by the Board, for the services of these advisors.
4. Corporate Secretary and Minutes – The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.
5. Meetings Without Management – The Board shall, at least twice per year, hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which management and any other non-**independent directors are not present. For purposes of this Section B.5., “independent”** directors are those directors meeting the independence standards set forth in the rules, regulations or policies **of any applicable securities regulators and stock exchanges on which the Corporation’s securities are listed, including, but not limited to, the Canadian Securities Exchange’s (the “CSE”) requirement relating to outside and unrelated directors set out in CSE Policy 4 and National Policy 58-201 – Disclosure of Corporate Governance Practices (NP 58-201”)**.
6. Frequency of Meetings - The Board will meet as often as the Board considers appropriate to fulfill its duties, but in any event at least once per quarter.
7. Attendance – Directors are expected to attend all meetings of the Board and the Board committees on

which such director serves absent a legitimate reason for being unable to do so and are expected to participate fully and frankly in Board deliberations and discussions. Directors are also strongly **encouraged to attend each meeting of the Corporation's shareholders.**

8. Service on Other Boards – The Corporation values the experience directors bring from other boards on which they serve and other activities in which they participate, but recognizes that those boards and **activities also may present demands on a director's time and availability and may present conflicts or** legal issues, including independence issues. No director should serve on the board of a competitor. Each director should, when considering membership on another board or committee, make every effort **to ensure that such membership will not impair the director's time and availability** for his or her commitment to the Corporation. In no event should a director serve on the board of directors of more than four other public companies (or, in the case of the Chief Executive Officer of the Corporation, if he or she is a director, one other public company). Directors should advise the chair of the Corporate Governance and Nominations

## C. FUNCTIONS AND RESPONSIBILITIES

The Board shall have the functions and responsibilities set out below. In addition to these functions and responsibilities, the Board shall perform such duties as may be required by the binding **requirements of any stock exchanges on which the Corporation's securities are listed**, including, but not limited to, the CSE and all other applicable laws, rules and regulations (collectively, the **"Applicable Requirements"**).

### 1. Strategic Planning

- a. Strategic Plans – At least annually, if advisable, the Board shall review and, if advisable, approve any strategic planning process and short-term and long-term strategic plan of the Corporation prepared by management. In discharging this responsibility, the Board shall **review any such plan in light of management's assessment** of emerging trends, the competitive environment, risk issues, opportunities and significant business practices and products.
- b. Business Plans – **The Board shall review and, if advisable, approve the Corporation's annual business plans.**
- c. Monitoring – **At least annually, the Board shall review management's implementation of the Corporation's strategic and business plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.**
- d. Evaluation Criteria – The Board shall determine and review, from time to time, the appropriate criteria against which to evaluate performance and set strategic goals and objectives.

### 2. Risk Management

- a. General – At least annually, the Board shall, with the assistance of the Audit Committee, **review reports provided by management of material risks associated with the Corporation's** businesses and operations, review the implementation by management of systems to manage these risks and review reports by management relating to the operation of and any material deficiencies in these systems.
- b. Verification of Controls – The Board shall, with the assistance of the Audit Committee, verify that internal, financial, non-financial and business control and information systems have been established by management and that the Corporation is applying appropriate standards of corporate conduct for these controls.

### 3. Human Resource Management

- a. General – At least annually, the Board shall, with the assistance of the Human Resources and Compensation Committee, review the Corporation's approach to human resource management and executive compensation.
- b. Succession Review – At least annually, the Board shall, with the assistance of the Human Resources and Compensation Committee and the Governance and Nominating Committee, as applicable, review the Chairman of the Board, the Chief Executive Officer and the senior management succession plans of the Corporation.
- c. Integrity of Senior Management - The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other senior management.

### 4. Corporate Governance

- a. General – At least annually, the Board shall, with the assistance of the Governance and Nominating Committee, review the Corporation's approach to corporate governance.
- b. Director Independence – At least annually, the Board shall, with the assistance of the Governance and Nominating Committee, evaluate the director independence standards established by the Board, and in compliance with the independence standards set forth in the policies of the SCE and NP 58-201, and the Board's ability to act independently from management in fulfilling its duties.
- c. Ethics Reporting – At least annually, the Board shall, with the assistance of the Governance and Nominating Committee, review reports provided by management relating to compliance with, or material deficiencies of, the Corporation's Code of Business Conduct and Ethics.

### 5. Financial Information

- a. General – At least annually, the Board shall, with the assistance of the Audit Committee, review the Corporation's internal controls relating to financial information and reports provided by management on material deficiencies in, or material changes to, these controls.
- b. Integrity of Financial Information – The Board shall, with the assistance of the Audit Committee, review the integrity of the Corporation's financial information and systems, the effectiveness of internal controls and management's assertions on internal control and disclosure control procedures.

### 6. Disclosure

- a. The Board shall approve all applicable regulatory filings, subject to delegation, including the annual audited financial statements, interim financial statements, the notes and management discussion and analysis accompanying such financial statements, any quarterly and annual reports, management proxy circulars, annual information forms, prospectuses, and material capital investments and borrowings, equity financings, and annual operating plans and budgets.

### 7. Communications

- a. General – At least annually, the Board in conjunction with the Chief Executive Officer shall review the Corporation's overall communications strategy, including measures for receiving feedback from the Corporation's shareholders.
- b. Disclosure – At least annually, the Board shall review management's compliance with the

**Corporation's disclosure policies and procedures. Periodically or as conditions dictate, the Board shall, if advisable, approve material changes to the Corporation's disclosure policies and procedures.**

## 8. Committees of the Board

- a. Board Committees – The Board has established the following standing committees of the Board: the Human Resources and Compensation Committee; the Audit Committee; and, the Governance and Nominating Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.
- b. Committee Mandates – The Board has approved mandates for each Board committee and shall approve mandates for each new Board committee. At least annually, each mandate shall be reviewed, and, based on recommendations of the committee, the Governance and Nominating Committee and the Chairman of the Board, as applicable, approved by the Board.
- c. The Board shall appoint members to serve on the Board committees on an annual basis, or more frequently as required, having regard to the requisite skills, experience, expertise and specific requirements of the applicable committee, as well as any requirements or guidelines of applicable securities laws and stock.
- d. Delegation to Committees – The Board has delegated for approval or review the matters set **out in each Board committee's mandate to that committee.**
- e. Consideration of Committee Recommendations – As required, the Board shall consider for approval the specific matters delegated for review to Board committees.
- f. Board/Committee Communication – To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after each meeting of the committee.
- g. Compliance with laws – The Board has approved mandates for each Committee to facilitate **each Committee's adoption of key corporate policies designed to ensure that the Corporation, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.**

## 9. Position Descriptions

- a. The Board with the assistance of the Governance and Nominating Committee shall approve position descriptions for the Chair of the Board, the Lead Director (if applicable), the chair of each Board committee and the CEO, and periodically review such position descriptions.

## D. DIRECTOR ORIENTATION AND EVALUATION

1. The Board is responsible for ensuring all new directors receive comprehensive orientation regarding **such member's responsibilities as a director of the Corporation and the nature of the business operations of the Corporation.** The Board is also responsible for providing continuing education opportunities for the members of the Board.
2. **Each new director shall participate in the Corporation's initial and any ongoing director orientation program.**
3. At least annually, the Board shall evaluate and review the performance of the Board, each of its

committees, and each of the directors. The adequacy of this mandate shall be reviewed periodically, but at least annually.

#### E. NO RIGHTS CREATED

This Mandate is a broad policy statement and is intended to be part of the Board's **flexible governance framework**. **While this Mandate should comply with Applicable Requirements and the Corporation's** constating documents, including articles and by-laws, this Mandate does not create any legally binding obligations on the Board, any committee, any director or the Corporation.

#### F. CURRENCY OF THE BOARD MANDATE

The mandate for the Board was originally approved by the Board on ●