



CHARTER OF THE BOARD OF DIRECTORS

OF

POLARIS RENEWABLE ENERGY INC.

(the "Company")

June 12, 2023

1. CHARTERS AND POSITION DESCRIPTIONS

1.1 CHARTER OF THE BOARD OF DIRECTORS

Section 1. Purpose

This charter prescribes the role of the board of directors (the “**Board**”) of Polaris Renewable Energy Inc. (the “**Company**”). The Company considers good corporate governance to be essential to the director’s fiduciary obligations to the shareholders of the Company and integral to the ongoing good management and development of the Company. The Board has developed this Charter to set describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities. This Charter is subject to the provisions of the Company’s articles of continuance, by laws (collectively referred to as the “**Articles**”) and to applicable laws. This Charter is not intended to limit, enlarge nor change in any way the responsibilities of the Board as determined by the Company’s notice of articles and articles and applicable laws.

Section 2. Role

The Board is responsible under law for the stewardship of the Company which requires the Board to oversee the conduct of the business and affairs of the Company. The Board discharges some of its responsibilities directly and discharges others through committees of the Board. The Board is not responsible for the day-to-day management and operation of the Company’s business, as this responsibility has been delegated to management. The Board is, however, responsible for supervising management in carrying out this responsibility.

Section 3. Composition

The Board shall be comprised of that number of directors as shall be determined from time to time by the Board, in accordance with the Company’s Articles. To the extent possible, a majority of the members of the Board shall be independent directors. An “independent director” means a director that has no direct or indirect material relationship with the Company, where a material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. Schedule “A” to this Charter sets out guidance on what would be considered a material relationship in accordance with *National Instrument 52-110 Audit Committees*.

The chair of the Board (the “**Chair**”) shall be appointed annually by the Board to oversee the Board in carrying out its responsibilities effectively.

Each member of the Board shall have the skills and abilities appropriate to his or her appointment as a director, as shall be determined by the Board.

Section 4. Responsibilities

Section 4.1 General

The Board’s fundamental responsibilities are to foster the long-term success of the Company consistent with the Board’s fiduciary responsibility to the Company, to enhance and preserve long-term shareholder value and to provide stewardship in order that the Company meets its obligations on an ongoing basis and operates in a reliable and safe manner. In performing its functions, the Board should also consider

the legitimate interests that its other stakeholders, including, without limitation, its employees, customers and local communities, may have in the Company.

The Board has the oversight responsibility to direct the activities of management such that the Company meets its legal and regulatory requirements and that the appropriate documents and records are properly prepared, approved and maintained.

The Board has the statutory responsibility to:

- (a) manage or supervise the management of the business and affairs of the Company;
- (b) act honestly and in good faith with a view to the best interests of the Company;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with its obligations contained in the *Business Corporations Act (Ontario)* (“**OBCA**”) and the regulations thereto, the securities legislation of each province and territory in which it is a reporting issuer, other relevant legislation and regulations applicable to the Company, and the Company’s Articles; and
- (e) on the recommendation of the Audit Committee, recommend to the shareholders the appointment of an external auditor and fix the remuneration of the external auditor if it has not been fixed by the shareholders.

Without limiting the Board’s statutory obligations, the Board responsibilities shall include the following:

- (a) approving a corporate philosophy and mission;
- (b) selecting, monitoring, advising, evaluating, compensating, and, if necessary, replacing the Chief Executive Officer (the “**CEO**”) and other senior executives and ensuring orderly and proper management succession;
- (c) reviewing and approving management’s strategic and business plans, including developing an in-depth knowledge of the business being served, understanding and questioning the plan’s assumptions, and reaching an independent judgment as to the probability that the plans can be realized;
- (d) reviewing and approving the Company’s financial and sustainability objectives, plans, and actions, including significant capital allocations and expenditures;
- (e) reviewing and approving material transactions not in the ordinary course of business;
- (f) monitoring corporate performance against the strategic business plans, including overseeing operating results on a regular basis to evaluate whether the business is being properly managed;

- (g) ensuring ethical behaviour and compliance with laws and regulations, auditing and accounting principles, and the Company's own governing documents;
- (h) assessing its own effectiveness in fulfilling these and other Board responsibilities; and
- (i) performing such other functions as are prescribed by law, or assigned to the Board in the Company's constating documents.

Section 4.2 Composition of Board

The Board shall from time to time examine its size and composition and undertake, on the recommendation of the Human Resources and Environmental, Social and Governance Committee (“**HR & ESG Committee**”) and where it considers appropriate, a program to reduce or increase the number of directors to a number which facilitates more effective decision making.

Section 4.3 Compensation of Directors

The HR & ESG Committee shall from time to time review the adequacy and form of the compensation of the directors so that such compensation realistically reflects the responsibilities and risks involved in being a director of the Company.

Section 4.4 Outside Advisers

The Board shall implement a system whereby individual directors may engage, at the expense of the Company, an outside advisor (including legal counsel) to provide consultation and advice in appropriate circumstances, subject to approval by the CEO of the Company or the Board.

Section 4.5 Independence

The Board has the responsibility to implement appropriate structures and procedures to permit the Board to function independently of management. Such structures and procedures shall, at a minimum, include:

- (a) the appointment of a Chair, who to the extent possible, shall be independent of the Company and who shall be responsible for ensuring that the Board discharges its responsibilities independently of management;
- (b) in the absence of an independent Chair, nominate an independent director to act as lead director;
- (c) the requirement that, to the extent possible, a majority of the members of the Board shall be independent; and
- (d) the adoption of alternative means of ensuring independence from management such as, when appropriate, assignment of responsibility to a committee of the Board.

Section 4.6 Strategy Determination

The Board has the responsibility:

- (a) to determine long-term goals, to establish a strategic planning process for the Company, and to participate with management directly or through its committees in approving the mission of, and the annual strategic plan for the Company; and
- (b) to monitor progress in respect of the achievement of the goals established in the strategic plan and to initiate corrective action when required.

Section 4.7 Committees of the Board

The Board shall appoint committees of directors and such committees shall have the responsibilities of meeting regularly and carrying out the duties and powers delegated to them by the Board. The committees of the Company shall at a minimum consist of the following:

- (a) Audit Committee; and
- (b) HR & ESG Committee.

Section 4.8 Managing Risk

The Board has the responsibility to understand the principal risks of the business in which the Company is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to confirm that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Company. The Board also has a responsibility to understand and review, where applicable, the derivative and hedge policies of the Company.

Section 4.9 Appointing, Training and Monitoring Directors and Management

The Board has the responsibility to:

- (a) appoint the CEO, to monitor and assess the CEO's performance, to determine the CEO's compensation in conjunction with recommendations from the HR & ESG Committee, and to provide advice and counsel in the execution of the CEO's duties;
- (b) consider the advice of the CEO and the recommendations of the HR & ESG Committee in approving the appointment and remuneration of all Company officers;
- (c) consider the advice and recommendation of the HR & ESG Committee to satisfy itself that adequate provision has been made for the training, development, continuing education, and, when appropriate, the orderly succession of management;
- (d) consider the advice and recommendation of the HR & ESG Committee to satisfy itself that adequate provision has been made for the orientation and continuing education of directors; and
- (e) satisfy itself as to the integrity of the CEO, the integrity of the other executive officers of the Company, and to satisfy itself that the CEO and other executive officers seek to maintain a culture of integrity throughout the Company.

Section 4.10 Reporting and Communication

The Board will seek to ensure that corporate disclosure of the Company complies with all applicable laws, and the rules and regulations of the stock exchanges upon which the Company's securities are listed. In addition, the Board shall adopt appropriate procedures designed to permit the Board to receive feedback from shareholders on material issues.

Section 4.11 Monitoring and Acting

The Board has the responsibility to:

- (a) verify that the Company operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
- (b) approve and monitor compliance with significant policies and procedures by which the Company is operated, including its Code of Business Conduct and Ethics;
- (c) review and approve the annual budget, annual financing plans, any payment of dividends and any new financings;
- (d) review and approve quarterly financial reports and the annual report;
- (e) verify that the Company sets high environmental standards in its operations and is in compliance with applicable environmental laws and regulations;
- (f) verify that the Company has in place appropriate programs and policies for the health and safety of its employees in the workplace;
- (g) monitor the Company's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (h) take action it deems appropriate when performance falls short of its goals and objectives or when other special circumstances warrant;
- (i) review and direct management to establish the necessary processes and procedures to meet the Board's expectations regarding timely scheduling of Board and committee meetings and receipt of materials, reports, presentations and other information from management in a timely and efficient manner, in order to permit the Board to properly carry out its duties and responsibilities; and
- (j) verify that the Company has implemented adequate internal controls and information systems which assist in the effective discharge of its responsibilities.

Section 5. Review of Charter

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. This Charter is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, partners, competitors, employees or other persons, or to any other liability whatsoever on their part.

The Board may review and recommend changes to this Charter from time to time and the HR & ESG Committee may periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Section 6. Meetings of the Board

In accordance with the constating documents of the Company, meetings of the Board may be held at such times and places as the Chair may determine and as many times per year as necessary to effectively carry out the Board's responsibilities.

The Chair shall be responsible for preparing or causing to be prepared agendas for each Board meeting, and for ensuring that regular minutes of Board proceedings are kept and circulated on a timely basis for review and approval.

The Board may invite, at its discretion, any other individuals to attend its meetings. Senior executives of the Company shall attend a meeting if invited by the Board.

A quorum for the transaction of business at a meeting of the Board shall consist of a majority of the members of the Board and such quorum of directors may exercise all the powers of the directors.

In the absence of the Chair, the directors present at any such meeting shall choose one of the directors present at the meeting to act as the chair of the meeting and, in the absence of the corporate secretary, the Board shall choose one of the directors present at the meeting to be the corporate secretary of the meeting.

Minutes shall be kept of all meetings of the Board and shall be signed by the chair and corporate secretary of the meeting. The minutes shall be maintained with the Company's records, shall include copies of all resolutions passed at each meeting, and shall be available for review by members of any committee, the Board and management.

The independent directors should meet separately for part of each Board Meeting as deemed necessary or advisable by the Board.

Dated: June 12, 2023

Approved by: Human Resources and Environmental, Social and Governance Committee
Board of Directors of the Company

SCHEDULE A to the Charter of the Board of Directors

INDEPENDENCE REQUIREMENTS UNDER NATIONAL INSTRUMENT 52-110 AUDIT COMMITTEES

1. Pursuant to National Instrument 52-110 – Audit Committees, and for greater certainty, the following individuals are considered to have a material relationship with the Company:
 - (a) an individual who is, or has been within the last three years, an employee or executive officer of the Company;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the Company;
 - (c) an individual who:
 - (i) is a partner of a firm that is the Company’s internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Company’s audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the Company’s internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Company’s audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Company’s current executive officers serves or served at that same time on the entity’s compensation committee; and
 - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Company received, more than \$75,000 in direct compensation from the Company during any 12-month period within the last three years.
2. Despite the foregoing, an individual will not be considered to have a material relationship with the Company solely because:
 - (a) he or she had a relationship identified above if that relationship ended before March 30, 2004; or
 - (b) he or she had a relationship identified above with a subsidiary entity of the Company or a parent of the Company if that relationship ended before June 30, 2005.

3. For the purposes of clauses (c) and (d) above, a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
4. For the purposes of clause (f) above, direct compensation does not include:
 - (a) remuneration for acting as a member of the board of directors or of any board committee of the Company, and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company if the compensation is not contingent in any way on continued service.
5. Despite the foregoing, an individual will not be considered to have a material relationship with the Company solely because the individual or his or her immediate family member:
 - (a) has previously acted as an interim chief executive officer of the Company, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the Company on a part-time basis.
6. For the purpose of the above, references to the Company includes a subsidiary entity of the Company and a parent of the Company.

1.2 POSITION DESCRIPTION FOR THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (the “CEO”) of Polaris Renewable Energy Inc. (the “Company”) shall set the tone at the top of the Company’s management structure, reporting to the board of directors (the “Board”) of the Company, and has the overall responsibility for the leadership, strategic direction and business of the Company and its subsidiaries.

Working with the Board and the senior executives of the Company, the CEO shall provide the vision, leadership and direction to maximize long term shareholder value.

The CEO will be responsible for the day-to-day management of the business and affairs of the Company. The duties and responsibilities of the CEO as they relate to the following matters, are as follows:

Section 1. Leadership and Governance

- Provide overall leadership to manage the Company in the best interests of its shareholders and the Company as a whole;
- Provide leadership, in conjunction with the Board, in establishing the Company’s strategic direction, annual corporate plans and budgets;
- Regularly work with the chair of the Board and the other directors of the Board, to ensure that directors are being provided with timely and relevant information necessary to discharge their statutory duties and responsibilities;
- Ensure that matters requiring decisions by the Board are brought to the Board’s attention in a timely fashion;
- Devote substantially all of his or her working time to the business and affairs of the Company; and
- Foster ethical and responsible decision making by management.

Section 2. Strategic Planning

- Ensure the development of a strategic plan for the Company to maximize shareholder value and recommend the plan to the Board for consideration; and
- Ensure the implementation of the strategic plan approved by the Board and report to the Board in a timely fashion on progress.

Section 3. Business and Organizational Management

- Ensure the development of an annual corporate plan and budget that supports the strategic plan and recommend the plan and budget to the Board for consideration;
- Manage the day-to-day business and affairs of the Company in accordance with the annual corporate plan and budget;

- Supervise and evaluate the performance of the senior executives of the Company and approve their compensation pursuant to the recommendations of and in concert with the Human Resources and Environmental, Social and Governance Committee;
- Implement all policies adopted by the Board to ensure maintenance of high standards of business conduct and ethics, environmental management, social benefits to the Company's stakeholders, as well as full compliance with all applicable laws, rules and regulations and corporate reporting and disclosure requirements; and
- Ensure the efficient acquisition and allocation of the financial, human and other resources required by the Company to implement and achieve its strategic plan and ensure the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources.

Section 4. Other Duties

- Carry out such other duties and responsibilities as the Board may request from time to time.

Dated: June 12, 2023

Approved by: Human Resources and Environmental, Social and Governance Committee
Board of Directors of the Company