

NEO PERFORMANCE MATERIALS INC.

(the "Company")

POSITION DESCRIPTION OF THE LEAD DIRECTOR

1. Purpose

The purpose of the lead director (the "**Lead Director**") of the Board of Directors (the "**Board**") of the Company is to provide independent leadership for the Board, in particular, its independent directors, and to assist the Board in discharging its duties, responsibilities and obligations independently of management. A Lead Director shall be appointed where the Chairman is not independent or at any other time the Board determines that the appointment of a Lead Director is appropriate.

2. Qualifications of the Lead Director

In order to act as Lead Director, the person must:

- (a) be qualified to serve as a director under the *Business Corporations Act* (Ontario); and
- (b) be independent under applicable securities laws and stock exchange rules and free of any interest or any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Corporation.

3. Duties and Responsibilities of the Lead Director

- (a) The Lead Director will provide input to the Chairman of the Board on preparation of agendas for meetings of the Board.
- (b) The Lead Director shall be entitled to convene meetings of the Board with the concurrence of at least one other Director.
- (c) The Lead Director, in the absence of the Chairman, shall preside at meetings of the Board.
- (d) The Lead Director shall assist the Chairman to endeavour to ensure Board leadership responsibilities are conducted in a manner that will ensure that the Board is able to function independently of management. The Lead Director shall consider, and allow for, when appropriate, a meeting of all independent directors, so that Board meetings can take place without management being present.
- (e) The Lead Director shall endeavour to ensure reasonable procedures are in place for directors to engage outside advisors at the expense of the Corporation in appropriate circumstances, subject to his prior approval.
- (f) With respect to meetings of directors, it is the duty of the Lead Director, when conducting a meeting, to enforce the by-laws and rules of procedure. These duties include:
 - (i) ensuring that the meeting is duly constituted;
 - (ii) ensure the meeting provides for reasonable accommodation;
 - (iii) confirming the admissibility of all persons at the meeting;
 - (iv) preserving order and the control of the meeting; and

- (v) to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting.
- (g) The Lead Director shall meet annually with each director to obtain insight as to where they believe the Board and its committees could be operating more effectively.
- (h) When required the Lead Director shall also liaise with the Secretary of the Corporation to ensure that a proper notice and agenda has been disseminated, and that appropriate accommodations have been made for the specific Board meeting.

4. Appointment of the Lead Director

The Lead Director shall be appointed from the independent members of the Board from time to time by, and shall hold office at the pleasure of, the Board.

5. Absence of Lead Director

If the Lead Director is not present at any meeting of the Board, one of the other independent members of the Board who is present at the meeting shall be chosen by the Board to act as Lead Director for the purpose and duration of such meeting.

6. Review of Position Description

The Lead Director, in consultation with the Chairman of the Board and the Board as a whole or in consultation with any appropriate committee of the Board, shall meet at least annually or more frequently, if required, with the Board or with any appropriate committee of the Board, to review and consider refinement of the position description for the Lead Director.

Approved by the Board of Directors: November 7, 2017.