

Neo Performance Materials Inc.

(the "Company")

Mandate of the Corporate Governance and Nominating Committee

As approved by the Board of Directors of the Company (the "Board") on May 12, 2020.

A. PURPOSE AND SCOPE

The primary function of the Corporate Governance and Nominating Committee (the "**Committee**") of the Board is to assist the Board: (i) in fulfilling its oversight responsibilities with respect to the corporate governance practices of the Company and; (ii) with identifying, recruiting and nominating individuals that are qualified to become Board members.

B. COMPOSITION AND MEETINGS

1. The Committee shall be comprised of a minimum of three members of the Board as appointed by the Board, each of whom shall meet any independence requirements of National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators, any exchange upon which securities of the Company are traded or any governmental or regulatory body exercising authority over the Company (each a "**Regulatory Body**" and collectively, the "**Regulatory Bodies**").
2. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee, but in no case shall a quorum be comprised of less than two members of the Committee, and the action of a majority of those present (or all members if only two members form the Committee), after determining a quorum, shall be the act of the Committee.
3. The members of the Committee shall be appointed by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly appointed and qualified or until their earlier death, resignation or removal. The Board may fill a vacancy in the membership of the Committee and may remove a member of the Committee at any time for any reason. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.
4. The Committee shall meet as necessary, but at least twice each year, to enable it to fulfill its responsibilities and duties as set forth herein.
5. Meetings may be called by the Chair of the Committee or at the request of any member of the Committee or any member of the Board.
6. Where members of management are present at a meeting of the Committee, the Committee will meet in camera without management present.
7. Ordinarily, meetings of the Committee should be convened with no less than seven days' notice having been given. In exceptional circumstances the requirement for notice may be waived subject to the formal consent of no less than the number of Committee members that constitutes a quorum of the Committee or instruction by a resolution of the Board.

8. In advance of each meeting, the Chair of the Committee with the assistance of the Corporate Secretary will finalize an agenda of matters to be discussed at the meeting along with the appropriate review material. The Corporate Secretary will arrange for distribution of the meeting review material to the members of the Committee.
9. The Committee shall report its actions to the members of the Board and the Corporate Secretary of the Company and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company. The Chair shall be responsible for establishing or causing to be established the agenda 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. Minutes of each meeting will be made available to the members of the Board and the Corporate Secretary of the Company.

C. RESPONSIBILITIES AND DUTIES – CORPORATE GOVERNANCE

The Committee shall:

1. Review and make recommendations to the Board regarding the Company's approach to corporate governance practices;
2. Annually review and make recommendations to the Board on the governing documents related to the function and effectiveness of the Board, including Board and Board Committee mandates and, position descriptions for the Chairman, Lead Director and Committee Chairs;
3. Annually review and make recommendations to the Board on other Board approved corporate governance policies including the Code of Business Conduct and Ethics, Whistleblower and Non-Retaliation, Anti-Corruption and Anti-Bribery, Workplace Harassment, Majority Voting, Corporate Disclosure, and Confidentiality and Trading Restrictions;
4. Review the Company's Statement of Corporate Governance Practices, to be included in the Company's management information circular and any other disclosure with respect to corporate governance practices of the Company to be included in any other public disclosure documents of the Company;
5. Review the form of orientation package made available to new directors, and develop and recommend to the Board a continuing education package to assist directors in maintaining or enhancing not only their skills and abilities as directors but their knowledge and understanding of the business of the Company.

D. RESPONSIBILITIES AND DUTIES – BOARD COMPOSITION

The Committee shall:

1. Provide recommendations to the Board with respect to: (i) the competencies and skills that the Board, as a whole, should possess; (ii) the competencies and skills that each director possesses and; (iii) the personality and other qualities that each director, as these may ultimately factor into the board dynamic.
2. Identify individuals qualified to become new directors and recommend to the Board new nominees for election by shareholders or for appointment by the Board to fill any vacancy on the Board. In making these recommendations to the Board, the Committee shall consider:

- (a) any selection criteria approved by the Board from time to time, including the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (b) the competencies and skill that the Board considers each existing director to possess;
 - (c) the competencies and skill that each new nominee would bring to the boardroom; and
 - (d) diversity of the Board to address demographics such as gender, age, ethnicity and geography of Board members.
3. Oversee the annual assessment of the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors.
4. Consider the offer of resignation by a director required under the Majority Voting Policy of the Company and recommend to the Board whether or not to accept the resignation.
5. Review on an annual basis the succession planning arrangements for the Board, Board Chair and Lead Director.
6. Review all correspondence from shareholders relating to the performance of the Board and any shareholder proposals submitted to the Company relating to the nomination of directors.

E. RESPONSIBILITIES AND DUTIES – GENERAL

1. The Committee shall review and assess the adequacy of this Mandate periodically as conditions dictate, but at least annually, to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend any modifications to this Mandate if and when appropriate to the Board for its approval.
2. The Board shall annually review the Committee's performance and the Committee shall undertake a self-assessment on an annual basis.
3. The Committee shall perform such additional functions as shall be assigned to it by resolution of the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this Mandate.

F. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

The Committee shall have unrestricted access to the Company's officers and employees. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek, retain and terminate accounting, legal, consulting or other expert advice from a source independent of management (collectively, "**advisors**"), at the expense of the Company, with notice to either the independent lead director of the Board or the non-executive Chair of the Board or the CEO of the Company, as deemed appropriate by the Committee. In furtherance of the foregoing, the Committee shall have the sole authority to retain and terminate such consultants or advisors to be used to assist in the evaluation of Chair of the Board, CEO or executive officer compensation and shall have the sole authority to approve such consultant or adviser's fees and other retention terms; provided that before selecting or receiving advice from any such advisor (other than an advisor subject to an exclusion under the listing rules of any applicable exchange upon which securities of the Company are traded), the Committee must take into consideration all factors relevant to the advisor's independence from management, including any factors required by applicable law and existing exchange listing rules.