



POSITION DESCRIPTION OF THE CHAIR OF A COMMITTEE

The Board of Directors (the “**Board**”) of H₂O Innovation Inc. (the “**Corporation**”) has decided to adopt a written position description for the chair of a committee (the “**Chair of the Committee**”). The Chair of the Committee leads the committee in all aspects of its work and is responsible to effectively manage the affairs of the committee and ensure that it is properly organized and functions efficiently. The Chair of the Committee promotes ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.

1. APPOINTMENT

The Chair of the Committee shall be appointed by the Board for a one-year term at the first meeting of the Board following each annual meeting of shareholders or at such other time as may be determined by the Board; provided however that if there is a vacancy in such office, the members of the Committee shall appoint one of them to fill the vacancy for the position of Chair of the Committee until such time as it is filled by the Board.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Chair of the Committee shall include the following:

- 2.1 Provide leadership to enable the committee to act effectively in carrying out its duties and responsibilities as described in the committee mandate and as otherwise may be appropriate.
- 2.2 Chair every meeting of the committee and encourage a free and open discussion at the meetings.
- 2.3 Manage the affairs of the committee and ensure that the committee meets its obligations and responsibilities and discusses any matters and areas described or covered by the committee’s mandate.
- 2.4 Communicate with all the committee’s members to coordinate their effort and participation, ensure their accountability and provide for the effectiveness of the committee.
- 2.5 Report to the Board on matters reviewed by, and on any decisions or recommendations of, the committee at the next meeting of the Board following any meeting of the committee.
- 2.6 Provide advice, oversight and guidance to the management in the areas covered by the committee’s mandate.
- 2.7 Ensure that the committee has an opportunity to regularly meet without management present.
- 2.8 Determine, in consultation with the management and the Corporation’s Secretary, the time and places of the meetings of the committee.
- 2.9 Coordinating with the management and the Corporation’s Secretary to ensure that all matters to be considered by the committee are properly presented and appropriate opportunity for discussion is given.
- 2.10 Carry out such other duties and responsibilities as the Board may request from time to time.

3. DELEGATION

The Chair of the Committee has the power to delegate his or her authority and duties to an individual member of the committee, as he or she considers appropriate.

Approved by the Board of Directors on June 17, 2020.