



POSITION DESCRIPTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Board of Directors (the “**Board**”) of H₂O Innovation Inc. (the “**Corporation**”) has decided to adopt a written position description for the chair of the Board (the “**Chairman**”). The Chairman is responsible for the management, development, and efficient operation of the Board. He or she shall ensure that the Board assumes its mandate efficiently and that the boundaries between the Board’s responsibilities and management’s are well understood and respected by the members of the Board.

1. APPOINTMENT

The Chairman 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 vice-chairman of the Board shall fill the vacancy until such time as it is filled by the Board.

2. DUTIES AND RESPONSIBILITIES

The Chairman provides leadership to the directors, as applicable, and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently. The Chairman also advises the President and Chief Executive Officer of the Corporation (the “**CEO**”) in all matters concerning the interests of the Board and the relationships with the executive management of the Corporation.

The duties and responsibilities of the Chairman shall include the following:

2.1 Leadership and Governance

- 2.1.1 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.
- 2.1.2 Ensure that adequate resources and relevant information are available to the Board to support its work.
- 2.1.3 Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent.
- 2.1.4 Ensure that a process to evaluate the Board’s effectiveness on a regular basis is established.
- 2.1.5 Perform an annual evaluation of each director on an individual basis.
- 2.1.6 Ensure that the Board acts and functions independently from management in fulfilling its fiduciary obligations.
- 2.1.7 Ensure that the Board and its committees fulfill their respective mandates.
- 2.1.8 Contact potential nominees for appointment to the Board to inquire about their interest in serving on the Board, their experience and background.
- 2.1.9 Provide guidance and advice to the CEO and other senior officers on any issue regarding the Corporation’s interests and management.

2.2 Meetings

- 2.2.1 Chair every meeting of the Board, promote effective decision making and encourage free and open discussion at meetings of the Board.
- 2.2.2 Develop the agenda for each Board meeting in collaboration with the CEO and the Secretary and ensure that adequate time is available for discussion of all agenda items.
- 2.2.3 Provide input on the frequency, dates and locations of the meetings of the Board.
- 2.2.4 Ensure that independent members of the Board meet in a separate in-camera session at each Board meeting.

2.3 Relationships

- 2.3.1 Ensure that the Board has access to executive officers or management as may be required by the Board.
- 2.3.2 Ensure that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood.
- 2.3.3 Ensure that the Board receives appropriate and timely information, material and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities.

2.4 Committees

- 2.4.1 Assist the chair of each committee of the Board in bringing their recommendations forward to the Board for consideration.
- 2.4.2 Receive notices and materials for all committee meetings and attend all such meetings whenever possible and to the extent required.

2.5 Shareholders

- 2.5.1 Chair each annual general and/or special meetings of shareholders.
- 2.5.2 Ensure that all items set out in the notice of meeting are properly discussed, considered and resolved.

2.6 Other Duties

- 2.6.1 At the Board's request and with the CEO's approval, represent the Corporation to external groups, including shareholders and other stakeholders.
- 2.6.2 Carry out other duties as requested by the Board, depending on need and circumstances.

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