

**TIDEWATER RENEWABLES LTD.**

**CHAIR OF THE BOARD**

**MANDATE**

**I. RESPONSIBILITIES**

In performing his/her duties, the Chair of the Board of Directors (the “**Board**”) of Tidewater Renewables Ltd. (the “**Company**”), along with the lead independent director (the “**Lead Director**”), if any, takes all reasonable measures to ensure that the Board carries out its responsibilities efficiently with respect to the stewardship of the Company and the oversight of the management of the activities of the Company. The Chair of the Board (the “**Chair**”) is responsible for the management, the training and the efficiency of the Board. The Chair provides leadership and direction to the Board with respect to all aspects of the Board’s work.

In performing his/her duties, the Chair:

- (a) chairs Board meetings and shareholders meetings;
- (b) attends meetings of the committees of the Board, if convenient;
- (c) ensures the strategic plan is communicated to the Board, and that all material decisions are approved by the Board on a timely basis;
- (d) in collaboration with the Lead Director, coordinates and prepares the agenda for Board meetings;
- (e) together with the Lead Director, ensures that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- (f) manages Board activities, namely planning and organization of Board activities, and ensures the efficient running of Board meetings and the quality, quantity and speed with which information is transmitted to the Board;
- (g) serves as the Board’s spokesperson in its dealings with the Chief Executive Officer (if the Chair and Chief Executive Officer are separate individuals).
- (h) ensures that the Board has all the necessary information to carry out its duties and make informed decisions;
- (i) acts as the resource person and advisor for the Board and Board committee members, namely for the Governance, Compensation and Sustainability Committee with respect to the performance of the officers of the Company, other than the Chief Executive Officer, and ensures that such committees report their activities to the Board;
- (j) works in collaboration with the Lead Director or chair of the Governance, Compensation, Safety and Sustainability Committee, to lead the Directors’ annual evaluation process;
- (k) works with the Lead Director to lead the succession process with respect to executive officers;
- (l) serves as the Company’s representative, in conjunction with management, in dealings with shareholders, business partners or other external authorities, and stakeholders of the Company;
- (m) exercises all of the powers conveyed upon the Chair by the Articles, the By-laws or any Corporate Policy; and
- (n) assumes any other responsibility assigned to the Chair by the Board.