

**TIDEWATER RENEWABLES LTD.**  
**BOARD OF DIRECTORS' MANDATE**

**1. General**

The Board of Directors (the “**Board**”) of Tidewater Renewables Ltd. (the “**Company**” or “**Tidewater Renewables**”) is responsible for the stewardship of the Company. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of Tidewater Renewables. In general terms, the Board will:

- (a) in consultation with the chief executive officer of the Company (the “**CEO**”), define the principal objectives of Tidewater Renewables;
- (b) supervise the management of the business and affairs of Tidewater Renewables with the goal of achieving Tidewater Renewables’ principal objectives as developed in association with the CEO;
- (c) discharge the duties imposed on the Board by applicable laws; and
- (d) for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

**2. Specific**

*Executive Team Responsibility*

- (a) Appoint the CEO and senior officers, approve their compensation, and monitor the CEO’s performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value.
- (b) In conjunction with the CEO, develop a clear mandate for the CEO, which includes a delineation of management’s responsibilities.
- (c) Establish processes as required that adequately provides for succession planning, including the appointment, training and monitoring of senior management.
- (d) Establish limits of authority delegated to management.

*Operational Effectiveness and Financial Reporting*

- (a) Annual review and adoption of a strategic planning process and approval of Tidewater Renewables’ strategic plan, which takes into account, among other things, the opportunities and risks of the business.
- (b) Establish or cause to be established systems to identify the principal risks to Tidewater Renewables and ensure that the best practical procedures are in place to monitor and mitigate the risks.
- (c) Establish or cause to be established processes to address applicable regulatory, corporate, securities and other compliance matters.
- (d) Establish or cause to be established an adequate system of internal control.

- (e) Establish or cause to be established due diligence processes and appropriate controls with respect to applicable certification requirements regarding Tidewater Renewables' financial and other disclosure.
- (f) Review and approve Tidewater Renewables' financial statements and oversee Tidewater Renewables' compliance with applicable audit, accounting and reporting requirements.
- (g) Approve annual operating and capital budgets.
- (h) Review and consider for approval all amendments or departures proposed by management from established strategy, capital and operating budgets.
- (i) Review operating and financial performance results relative to established strategy, budgets and objectives.

*Integrity/Corporate Conduct*

- (a) Establish a communications policy or policies to ensure that a system for corporate communications to all stakeholders exists, including processes for consistent, transparent, regular and timely public disclosure, and to facilitate feedback from stakeholders.
- (b) Approve a Code of Business Conduct and Ethics (the "**Code**") for directors, officers, employees and contractors and monitor compliance with the Code and approve any waivers of the Code for officers and directors.
- (c) To the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Company and that the CEO and other executive officers create a culture of integrity throughout Tidewater Renewables and demonstrate a commitment to conducting business ethically and legally and in a manner that is fiscally, environmentally and socially responsible.

*Board Process/Effectiveness*

- (a) Attempt to ensure that Board materials are distributed to directors in advance of regularly scheduled meetings to allow for sufficient review of the materials prior to such meetings. Directors are expected to attend all meetings.
- (b) Engage in the process of determining Board member qualifications with the Governance, Compensation, Safety and Sustainability Committee including ensuring that a majority of directors qualify as independent directors pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices (as implemented by the Canadian Securities Administrators and as amended from time to time) and that the appropriate number of independent directors are on each committee of the Board as required under applicable securities rules and requirements.
- (c) Approve the nomination of directors.
- (d) Provide a comprehensive orientation to each new director.
- (e) Establish an appropriate system of corporate governance including practices to ensure the Board functions independently of management.
- (f) Establish appropriate practices for the regular evaluation of the effectiveness of the Board, its committees and its members.

- (g) Establish committees and approve their respective mandates and the limits of authority delegated to each committee.
- (h) Review and re assess the adequacy of the mandate of the committees of the Board on a regular basis.
- (i) Appoint members to committees and appoint the chairperson of each committee, having received the recommendation of the Governance, Compensation, Safety and Sustainability Committee. In this regard, consideration should be given to rotating committee members from time to time and to the special skills of particular directors.
- (j) Review the adequacy and form of the directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.

Each member of the Board is expected to understand the nature and operations of Tidewater Renewables' business, and have an awareness of the political, economic and social trends prevailing in all countries or regions in which Tidewater Renewables operates, or is contemplating potential operations.

Independent directors shall meet regularly, and in no case less frequently than quarterly, without non independent directors and management participation.

The Board may retain persons having special expertise and may obtain independent professional advice to assist it in fulfilling its responsibilities at the expense of the Company, as determined by the Board.

In addition to the above, adherence to all other Board responsibilities as set forth in the Company's By Laws, applicable policies and practices and other statutory and regulatory obligations, such as issuance of securities, etc., is expected.

#### *Delegation*

- (a) The Board may delegate its duties to, and receive reports and recommendations from, any committee of the Board.
- (b) Subject to terms of the Disclosure, Confidentiality and Trading Policy and other policies and procedures of Tidewater Renewables, the Chair of the Board will act as a liaison between stakeholders of Tidewater Renewables and the Board (including independent members of the Board).