

MANDATE OF THE LEAD INDEPENDENT DIRECTOR

The independent directors (the “Independent Directors”) of the board of directors (the “Board”) of NanoXplore Inc. (“NanoXplore”) are represented by an independent director (the “Lead Director”) who is responsible to support the effective performance of the Independent Directors on the Board.

RESPONSIBILITIES

The Lead Director has the following responsibilities:

With respect to Independent Director Effectiveness

- (1) Taking all reasonable steps to ensure that the Independent Directors work as a cohesive team within the Board and providing the leadership essential to achieve this.
- (2) Arranging for adequate resources being available to the Independent Directors (in particular timely and relevant information) to support their work.
- (3) Providing input on agenda items for Board of Director meetings that are requested by Independent Directors.

With respect to Independent Director Management

- (1) Chairing meetings of the Independent Directors (outside of Board committee work of those Independent Directors).
- (2) Taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussions and provides adequate time for effective study and discussion of the business under consideration by the Independent Directors.
- (3) Taking all reasonable steps to ensure that the Independent Directors meet periodically without management and other non-independent directors present.

With respect to the relationship between the Board and the Independent Directors

- (1) Taking all reasonable steps to ensure that the expectations of the Board toward the Independent Directors are clearly expressed, understood and respected.
- (2) Acting as liaison between the Board and the Independent Directors outside of normal Board committee mandates. This involves working closely with the Chair of the Board to ensure that the Company has and is building a healthy governance culture.

With respect to the Audit Committee, Human Resources and Compensation Committee and the Corporate Governance and Nominating Committee

- (1) In the case of fulfilling the mandate of the Audit Committee, the Chair of the Audit Committee shall perform the Lead Director role.
- (2) In the case of fulfilling the mandate of the Human Resources and Compensation Committee, the Chair of the Human Resources and Compensation Committee shall perform the Lead Director role.
- (3) In the case of fulfilling the mandate of the Corporate Governance and Nominating Committee, the Chair of the Corporate Governance and Nominating Committee shall perform the Lead Director role.