



## MANDATE OF THE LEAD INDEPENDENT DIRECTOR

*(Adopted by the Board of Directors on April 7, 2026)*

### NG ENERGY INTERNATIONAL CORP. (the “Corporation”)

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#### 1. INTRODUCTION

Where the chair (the “**Chair of the Board**”) of the board of directors (the “**Board**”) is not an independent director, the Board shall appoint a Lead Independent Director. The Lead Independent Director’s primary responsibility will be to ensure that the Board functions independent of management of the Corporation (“**Management**”). The Lead Independent Director shall also act as principal liaison between the independent directors of the Board (the “**Independent Directors**”), on the one hand, and the non-independent directors of the Board (the “**Non-Independent Directors**”) and Management, on the other hand.

#### 2. APPOINTMENT

If the Chair of the Board is not an Independent Director, the Board shall annually consider and appoint a Lead Independent Director. The Lead Independent Director must be independent from Management in accordance with applicable securities laws, including National Instrument 52-110 — *Audit Committees*, and applicable rules and regulations of applicable securities regulatory authorities, including the Toronto Stock Exchange and/or such other stock exchange on which the securities of the Corporation may be listed from time to time.

#### 3. DUTIES AND RESPONSIBILITIES

- (a) The Lead Independent Director shall ensure that the Independent Directors have the opportunity to meet separately without the Non-Independent Directors and Management, as may be deemed advisable.
- (b) The Lead Independent Director shall preside as chair over all meetings of the Independent Directors that are held in the absence of the Non-Independent Directors and Management, and determine the procedure taken at such meetings.
- (c) In consultation with the Chair of the Board, if applicable, the Lead Independent Director may review and make recommendations with respect to the agendas for meetings of the Board.
- (d) At any time during a meeting of the Board, the Lead Independent Director may request that the Independent Directors meet in the absence of the Non-Independent Directors and Management. Upon such request, the Chair of the Board shall cause the ordinary business of the Board to be halted to permit the meeting of the Independent Directors to take place, and the ordinary business of the Board shall not resume until such meeting of the Independent Directors has concluded.
- (e) If the Lead Independent Director is not the Chair of the Board, in the absence of the Chair of the Board, the Lead Independent Director shall assume the full duties of the Chair of the

Board, in accordance with the mandate of the Chair of the Board, and discharge those duties, until such time as the Chair of the Board returns or his or her successor is appointed.

- (f) The Lead Independent Director, in cooperation with the Chair of the Board, if applicable, and the other directors, shall provide the leadership necessary to provide greater assurance that:
- (i) the Board works as a cohesive team and provide the leadership essential to achieve this;
  - (ii) adequate resources and timely and relevant information are available to the Board to support its work;
  - (iii) the structure of the Board committees and Board committee mandates are appropriate and adequate to support the discharge of the Board's responsibilities;
  - (iv) where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board. Examples of such functions could include:
    - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for Management;
    - ensuring that succession planning for the Board is carried out;
    - ensuring an adequate orientation and training program for new Board members;
    - once potential candidates are identified, approaching potential candidates to explore their interest in joining the Board; and
    - ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture;
  - (v) the responsibilities of the Board and Board committees are well understood by the directors and Management; and
  - (vi) the scheduling, organization and procedures of meetings of the Board and Board committees provide adequate time for due consideration and serious discussion of relevant issues.
- (g) The Lead Independent Director shall encourage: (i) the highest level of integrity and honesty in the actions of the Board; (ii) respect and trust among directors; (iii) the open and timely sharing of all relevant information among directors in order to eliminate selective disclosure among directors, other than matters specific to the Independent Directors; (iv) every director to hold and express his or her dissenting opinions; and (v) all directors to function in a collaborative manner.
- (h) The Lead Independent Director shall assist the Board, the Chair of the Board or the appropriate Board committee in assessing the performance of the Chief Executive Officer of the Corporation.
- (i) The Lead Independent Director may take a leadership role in representing the Corporation and maintaining effective communication and relationships with external groups such as shareholders and other stakeholders including local community groups and governments.
- (j) The Lead Independent Director shall perform such other duties as the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities.

**4. APPROVAL**

This Mandate of the Lead Independent Director was approved by the Board on April 7, 2026.