

MANDATE OF THE LEAD DIRECTOR



NOUVEAU MONDE GRAPHITE

I. APPOINTMENT AND ROLE

The Lead Director is appointed by the board of directors (the “**Board**”) of Nouveau Monde Graphite Inc. (the “**Company**”). A Lead Director should be appointed when the Board Chair of the Company has executive responsibilities or is otherwise considered not to be independent within the meaning of applicable Canadian and United States securities laws and the NYSE corporate governance standards.

The Lead Director’s role, in collaboration with the Board Chair, is to ensure that the Board fulfills its responsibilities effectively and independently.

II. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Lead Director are as follows:

- (a) Provide leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) In the absence, or at the request, of the Board Chair, act as chair of meetings of the Board;
- (c) Establish professional and constructive relations between the Board and management. To this end, the Lead Director works closely with the Board Chair to ensure that enough time is allowed in the Board meetings for the serious discussion of relevant issues and that a sound governance culture is maintained in the Company;
- (d) Ensure that the resources available to the Board (especially relevant, up-to-date information) are adequate and allow it to carry out its work;
- (e) Call periodic meetings without the non-independent directors and members of management or institute a process that encourages frank, open discussions among the independent directors;
- (f) Be available to counsel the Board Chair on matters appropriate for review in advance of discussion with the full Board;
- (g) Be available, when appropriate and if requested, for consultation and direct communication with shareholders of the Company for questions and discussions that are directed to the Lead Director or the independent directors as a group;
- (h) Ensure that a process is in place to regularly assess the efficacy and contributions

of the Board, its committees and each director;

- (i) In collaboration with the Corporate Secretary, ensure that a professional development process is in place for the benefit of the directors;
- (j) Ensure that management follows up on the recommendations of the committees of the Board;
- (k) Promote best practices and high standards of corporate governance; and
- (l) Carry out special assignments or any functions as requested by the Board or the independent directors.

Approved by the Board on November 17, 2021.