

SUPPLIER CODE OF CONDUCT

2024



NOUVEAU MONDE GRAPHITE

GENERAL PRINCIPLES

Nouveau Monde Graphite Inc. (the “Company” or “NMG”) is committed to conducting its business in an ethical, legal, and socially responsible manner. We aim to create an environment in which we can build strong, sustainable, and long-term relationships with our suppliers, service providers, subcontractors, staff, and customers. NMG values its relationships with suppliers and service providers (the “Suppliers”), as they are essential to our success and enable us to achieve our business objectives. In many ways, our Suppliers act as an extension of our company in their interactions with communities and stakeholders, and can be a significant lever in the environmental and socio-economic development of our value chain.

With this in mind, we have created this Supplier Code of Conduct (the “Code”) to define our expectations and ensure that we continue to work collaboratively with all our Suppliers based on common standards.

COMPLIANCE WITH LAWS

In all their dealings with the Company, Suppliers must conduct their business in accordance with all applicable laws, codes, rules, and regulations in the jurisdiction where they operate, as well as relevant international conventions, including, without limitation, the conventions of the International Labour Organization (ILO) (the “ILO Conventions”) in effect from time to time (collectively, the “Laws”).

FAIR BUSINESS DEALINGS

ANTITRUST AND FAIR COMPETITION

Suppliers must engage in fair competitive business practices in accordance with applicable antitrust and competition laws. Specifically, but not limited to, Suppliers must not engage in collusive bidding, price-fixing, or other unfair business or trade practices.

ANTI-CORRUPTION

Suppliers must comply with all applicable anti-corruption and anti-bribery laws, including (i) the Corruption of Foreign Public Officials Act (Canada) and (ii) the U.S. Foreign Corrupt Practices Act. In cases of divergence between applicable laws, Suppliers must adhere to the stricter requirements.

Suppliers must not, without limitation, promise, facilitate, or authorize the provision of anything in exchange for preferential treatment, to obtain an undue advantage, or, in the case of a public official, in exchange for an act or omission in connection with the official’s duties or to influence the official action. Suppliers must inform NMG if any of their board members, officers, senior executives, or shareholders is a “public official” for the purposes of anti-corruption laws.

CONFLICT OF INTEREST

Suppliers must take necessary measures to avoid actual or potential conflicts of interest, including any appearance of a conflict of interest in their relationship with NMG. Suppliers must promptly inform the Vice President, Legal Affairs & Corporate Secretary if they become aware of any such conflicts of interest.

LABOR AND HUMAN RIGHTS

Suppliers must adhere to the highest standards of human rights and treat their personnel and partners with dignity and respect.

CHILD LABOR AND FORCED LABOR

In accordance with NMG's values and applicable laws, and specifically the ILO Conventions, the use of child labor is strictly prohibited. Suppliers must not, under any circumstances, use or benefit from forced or compulsory labor, nor be involved, directly or indirectly, in any form of human trafficking or modern slavery. Similarly, the use of labor under any form of indentured servitude is prohibited, as is the use of corporal punishment, confinement, threats, violence, or other forms of harassment or abuse as a means of discipline or control.

NON-DISCRIMINATION, DIVERSITY AND INCLUSION

Suppliers must not discriminate in recruitment, hiring, employment, promotion opportunities, compensation, professional development, such as training, or any other employment practices on the basis of race, national or ethnic origin, religion, gender, sexual orientation, marital status, age, political beliefs, pregnancy or parental status, disability, or any other legally prohibited ground. Suppliers must strive to promote diversity and inclusion within their workplace.

Discriminatory behaviors by any Suppliers' worker(s) at the Company's sites or directed at NMG employees will not be tolerated. Such actions may result in the immediate denial of access to NMG facilities for the individuals involved and/or the potential termination of the Supplier's contract.

COERCION AND HARASSMENT

Suppliers must comply with NMG's harassment prevention policy and commit to treating all their workers, service providers and NMG employees with dignity and respect. Suppliers must not use corporal punishment, threats of violence, or other forms of physical, sexual, psychological, or verbal harassment or abuse in their interactions any individual.

WORKING HOURS

Suppliers must comply with applicable laws regarding working hours, overtime, and rest days. They must provide sufficient rest and leisure and take measures to prevent excessive working hours.

WAGES AND BENEFITS

Suppliers must pay their personnel at least the minimum wage for work performed, in compliance with all applicable wage laws, including those related to minimum wage, overtime, and prescribed benefits.

FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

Suppliers must respect employees' rights to associate, organize, and bargain collectively in accordance with applicable laws.

HEALTH & SAFETY

Suppliers must comply with all applicable health and safety laws and maintain a high standard of care as it relates to the health, safety, and well-being of their personnel, service providers, clients, communities, and other individuals who may be affected by their activities. To align with NMG's caring philosophy, Suppliers are required to monitor and prevent health and safety risks, and report any incidents to track their performance. Additionally, Suppliers must adhere to NMG's Occupational Health and Safety Policy and prevention program during any visit or activity on NMG sites.

ENVIRONMENT

Suppliers must commit to managing their operations in compliance, at a minimum, with applicable environmental laws, and to actively identify, manage, and mitigate any environmental risks associated with their operations. Furthermore, Suppliers must adhere to NMG's Environmental Policy and associated programs when operating on NMG sites. Environmental considerations must guide Suppliers' actions when planning or overseeing their operations and any other activities that may impact the environment.

LOCAL COMMUNITY AND INDIGENOUS RELATIONS

NMG is committed to developing a respectful and mutually beneficial relationship with local communities, including Indigenous Peoples. NMG expects its Suppliers to operate with the utmost respect for the rights, culture, and interests of surrounding communities. Any negligent behavior that may violate the rights of Indigenous Peoples and/or compromise harmonious relationships with Indigenous Peoples will not be tolerated.

INSIDER TRADING

Suppliers must comply with all insider trading laws and must not trade NMG securities while in possession of confidential or material information about NMG until such information has been fully disclosed and a reasonable period of time has passed for the information to be widely disseminated.

CONFIDENTIALITY

Suppliers must maintain all of NMG's proprietary information in strict confidence. Suppliers must not use, for their own benefit or that of others, or disclose to any third party, any proprietary information of NMG without the Company's prior written consent.

Suppliers are not authorized to publicly share photos nor videos captured at NMG's sites without the prior written consent of the Vice President, Communications & ESG Strategy. Any form of public communication regarding the business relationship between NMG and a Supplier should also be submitted for prior approval to the Vice President, Communications & ESG Strategy.

DEMONSTRATION OF COMPLIANCE

Suppliers must be able to demonstrate compliance with this Code upon request and to NMG’s satisfaction, and provide reasonable assistance to NMG during any investigation into Supplier compliance with this Code.

This Code forms part of all agreements between NMG and its Suppliers. Suppliers are required to comply with this Code and to ensure that its employees and representatives understand and comply with this Code. In case of observed non-compliance with this Code, Suppliers must take all reasonable measures to meet the standards exposed in this Code in a diligent manner. Failure to adhere to this Code may be grounds for termination of the Supplier relationship and any related agreements.

Suppliers have a duty to report in good faith any unethical conduct or improper activities that may be in violation with this Code. NMG has implemented an anonymous ethics hotline that can be used 24/7 by phone at +1 833 664-1736 or by web at <http://nmg.ethicspoint.com/>.

SCOPE, REVISION AND ACCOUNTABILITY

This Supplier Code of Conduct governs the expected behaviors and practices of all Suppliers across all our business entities. The Code provides our employees, contractors, clients, community members, Indigenous Peoples, partners, shareholders, and other stakeholders with a reference framework for the responsible conduct of our business.

The Code is internally reviewed on an annual basis to ensure its continued relevance and effectiveness. The Vice President, Legal Affairs & Corporate Secretary, who is responsible for reviewing and updating the Code of Conduct according to the stages of the Company's development, as well as for its implementation and monitoring, leads this process. The Code of Conduct is submitted to the Board of Directors every second year, or earlier if significant changes are required due to legislative, technological, or organizational developments, to ensure the final approval, guaranteeing that the Code of Conduct remains aligned with the Company's strategic objectives and regulatory requirements.

The Chief Executive Officer is responsible for the success of this Policy, supported by the Vice President, Legal Affairs & Corporate Secretary.

HISTORY OF REVISIONS

VERSIONS	PREPARED BY	REVISED BY	APPROVED BY	DATE
V1	Valérie Duval	Julie Paquet	Board of Directors	2021/12
V2	Ismael Chevalier	Julie Paquet Josée Gagnon	Board of Directors	2024/09