

## NEXT GREEN WAVE INC.

### COMPENSATION COMMITTEE MANDATE

#### A. PURPOSE

The compensation committee (the “**Compensation Committee**”) of Next Green Wave Inc. and its subsidiaries (collectively with the “**Corporation**”) is responsible for board compensation, the establishment of salaries plus fringe benefits of senior management, employee-employer relations, reviewing and approving employment agreements with senior management and executive compensation disclosure.

#### B. MEMBERSHIP AND REPORTING

1. The Compensation Committee will be comprised of at least two and not more than three members. Unless otherwise determined by the board of directors of the Corporation (the “**Board**”), a majority of the members of the Compensation Committee shall be “independent” within the meaning of National Instrument 58-101 “Disclosure of Corporate Governance Practices” of the securities regulators in Canada, and, as such, shall be free from any relationship that may interfere with the exercise of his or her independent judgment as a member of the Compensation Committee.
2. Appointments and replacements to the Compensation Committee will be made by the Board. The Board may remove the members of the Compensation Committee, with or without cause. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added.
3. The Compensation Committee may form and delegate authority to individuals or subcommittees if such authority may be lawfully delegated and it is deemed appropriate by the Compensation Committee to carry out its duties.
4. The chair of the Compensation Committee will be appointed by the Board.
5. The Compensation Committee will report to the Board as it deems appropriate.

#### C. TERMS OF REFERENCE

1. The Compensation Committee will meet, in person, telephonically or electronically, as required, generally at least annually.
2. No business may be transacted by the Compensation Committee at a meeting unless a quorum is present. Two members of the Compensation Committee shall constitute a quorum.
3. The Compensation Committee will review and make recommendations to the Board regarding the corporate goals and objectives, performance and compensation of the Chief Executive Officer (“**CEO**”) on an annual basis. Compensation includes salary, bonuses, equity compensation, benefits and perquisites.
4. ~~Regarding the corporate goals and objectives, performance and compensation of the Board~~

4. The Compensation Committee is responsible for making recommendations to the Board and reviewing and, as appropriate, approving the recommendations of the CEO regarding:
  - (a) compensation of the senior officers of the Corporation that report to the CEO;
  - (b) the compensation policy of the Corporation, including internal structure, annual review and relationship to market levels and changes;
  - (c) significant changes in the Corporation's benefit plan and human resources policies; and
  - (d) issuance of equity compensation to employees, consultants and directors.
5. No member of management, including the CEO, may be present during voting or deliberations relating to his/her compensation. At its discretion, the Compensation Committee shall determine from time to time which members of management may be present during voting or deliberations relating to the compensation of any other member of management (including the CEO).
6. The Compensation Committee may, to the extent authorized by the Board, grant incentive equity compensation to employees, independent contractors, consultants and insiders, provided that the grant of such compensation is made in accordance with:
  - (a) the rules of the stock exchange where the Company's shares are listed, if any, and applicable laws;
  - (b) the policies established by the Board with respect to the vesting, pricing and exercise or term periods of such compensation; and
  - (c) any equity compensation plans of the Corporation.
7. The Compensation Committee will review and recommend changes to the Board to the compensation of directors of the Corporation, as necessary, based on a consideration of factors and issues relevant to the Corporation, as applicable.
8. The Compensation Committee will review and make recommendations to the Board regarding annual bonus policies for senior officers and the incentive-compensation and equity-based plans of the Corporation.
9. The Compensation Committee will annually review the Corporation's compensation policies and practices to consider whether they are aligned with the Corporation's risk management principles and whether they might, or are reasonably likely to, encourage executives and other employees to take inappropriate or excessive risks. In so doing, the Compensation Committee will assess whether any of the Corporation's compensation policies or practices would likely give rise to material risks to the Corporation, or otherwise affect the risks faced by the Corporation and management of those risks.
10. The Compensation Committee will review the executive compensation disclosure before the Corporation publicly discloses this information, including the compensation discussion and analysis section of any disclosure document which contains executive compensation disclosure.
11. The Compensation Committee will review and re-assess the adequacy of this mandate from time to time, as appropriate.

12. The Compensation Committee has the authority, to the extent it deems necessary or appropriate to carry out its duties, to retain outside legal or other advisors. The Corporation shall provide appropriate funding, as determined by the Compensation Committee, for payment of compensation to the advisors employed by the Compensation Committee. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee, other than in-house legal counsel, only after taking into consideration all factors relevant to that person's independence. The Compensation Committee may select, or receive advice from, any compensation advisor that it considers appropriate, including an advisor that is not independent, after considering the factors relevant to that person's independence.

Approved by the Board effective: January, 2020