

## **Mandate of the Board of Directors**

### **Mandate**

The Board of Directors (the “Board”) of Altair Nanotechnologies, Inc. (the “Company”) will oversee the governance of the Company’s business

### **Responsibilities**

The Board discharges its responsibilities directly, through delegation to committees of the Board and, as appropriate, through delegation to individual directors. The Board’s responsibilities, to be discharged directly, through delegation to committees of the Board and, as appropriate, through delegation to individual directors shall include:

### **Oversight of Management**

- Participating in the selection, appointment, development, evaluation and compensation of the Chief Executive Officer (“CEO”) and other senior officers directly and through the Compensation and Nominating Committee.
- Promoting, by the actions of the Board and its individual directors, a culture of integrity throughout the Company, consistent with the Company’s Code of Conduct and Code of Ethics. By the Board’s oversight of senior officers, the Board will encourage the CEO and other executive officers to act with integrity and to create a culture of integrity throughout the Company.
- Periodically reviewing the Company’s Code of Conduct and Code of Ethics and making changes as appropriate.

### **Financial and Risk Matters**

- Overseeing the reliability and integrity of the financial statements and other publicly reported financial information, and of the disclosure principles and practices followed by management.
- Overseeing the integrity of the Company’s internal controls and management information.
- Reviewing and approving an annual operating budget for the Company and its subsidiaries on a consolidated basis and monitoring the Company’s performance against such budget.
- Reviewing and approving quarterly financial statements and the release thereof by management.
- Overseeing the Company’s controls and procedures for the preparation and dissemination of current reports and news releases in an effort to ensure that material information is disseminated in a timely and accurate fashion.
- Periodically assessing the processes utilized by management with respect to risk assessment and risk management, including the identification by management of the principal risks of the business of the Company, and the implementation by management of appropriate systems to deal with such risks.

### **Business Strategy**

- Adopting a strategic planning process pursuant to which management develops and proposes, and the Board reviews and approves, significant corporate strategies and objectives, taking into account the opportunities and risks of the business.
- Reviewing and approving all major acquisitions, dispositions and investments and all significant financings and other significant matters outside the ordinary course of the Company’s business.

### **Corporate Governance**

- Overseeing the development, implementation and operation of the Company’s corporate governance initiatives.

- Taking appropriate steps to remain informed about the Board's duties and responsibilities and about the business and operations of the Company.
- Ensuring that the Board receives from senior officers the information and input required to enable the Board to effectively perform its duties.
- Assessing the performance of the Chairman of the Board, the Chairperson of each committee of the Board and each director.
- Actively participating as a member of certain committees of the Board; provided, however, that no director may act as the Chairperson of more than one committee of the Board at the same time.

### **Reporting and Communication**

- Calling an annual shareholder meeting each calendar year.
- Absent extraordinary circumstances, attending each annual shareholder meeting in person, by video conference or telephonically.
- Being available during, immediately before, or immediately after each annual shareholder meeting to respond to questions (written or oral) and communicate directly with the Company's shareholders, as appropriate.

### **Continuing Education**

Members of the Board are required to attend twelve (12) hours of continuing education programs, such as seminars and conferences, designed to assist them in better performing their duties. The topics of such programs should be relevant to the role of a director of the Company, including but not limited to, compliance with laws and regulations, corporate governance, assessment of risk, reporting requirements, and accounting and auditing for private and public companies. For as long as the Company maintains substantial operations in China, at least one program each year must concern conducting business in China, unless such program is not reasonably available or attending such program would place an undue burden on the director(s). Members of the Board may attend any such continuing education programs by any reasonable means, including in-person, from a recording, online, or other digital means. The Company shall reimburse all reasonable costs and expenses incurred by a director in complying with the continuing education requirement.

As updated on December 1, 2017