JUST ENERGY GROUP INC.
(the “Company”)

NOMINATING AND CORPORATE GOVERNANCE
MANDATE
(as amended November 11, 2020)

COMPOSITION

(a) The Nominating and Corporate Governance Committee (the “Committee”) of the Company’s board of directors (the “Board”) shall be comprised of a minimum of three directors, all of whom will be independent as defined by applicable securities laws and stock exchange requirements (“Applicable Legislation”).

(b) Following each annual meeting of shareholders of the Company, the Board shall elect the members of the Committee (the “Members”) and shall appoint one of the Members to chair the Committee.

(c) Any Member may be removed from office or replaced at any time by the Board and shall cease to be a Member upon ceasing to be a director. Each Member shall hold office until the close of the next annual meeting of shareholders of the Company or until the Member ceases to be a director, resigns or is removed or replaced, whichever first occurs.

PRIMARY FUNCTION

The primary function of the Committee is to assist the Board in discharging its obligations under corporate governance legislation and best practices for (a) board and committee composition, compensation and performance, and (b) compliance generally with corporate governance regulations and guidelines.

AUTHORITY

• The Committee shall develop the Company’s approach to nominating and corporate governance issues in the context of Applicable Legislation.

• The Committee may, without the approval of management, retain persons having special expertise to assist the Committee in fulfilling its responsibilities, including outside counsel or financial or risk experts.

1 A Member shall be considered independent if (a) he or she is not currently and has not been during the past three years, an employee or executive officer of the Company or its subsidiaries, other than as allowed by law and Applicable Legislation; (b) he or she has not accepted, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or its subsidiaries other than in connection with serving on the Committee, any other Board committee or as a Board member; (c) he or she is not an “affiliated person” of the Company or any subsidiary as defined by rules of the Securities and Exchange Commission (“SEC”), including Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and Applicable Legislation; (d) he or she does not have a “material relationship” with the Company as defined by National Instrument 52-110 – Audit Committees; and (e) he or she meets all other requirements for independence imposed by Applicable Legislation from time to time and any requirements imposed by any applicable body having jurisdiction over the Company.
• The Committee may form and delegate authority to subcommittees when and where appropriate.

MEETINGS

(a) The Committee shall meet as frequently as necessary to carry out its responsibilities, but at least two times per year.

(b) Meetings of the Committee shall be validly constituted if a majority of Members are present in person or by telephone conference. All Board members shall be entitled to attend the Committee meetings as invited guests.

REPORTING

(a) Following each meeting of the Committee, the Committee chair shall report to the Board issues before the Committee and actions taken by the Committee.

RESPONSIBILITIES

The Committee shall:

(a) recommend the size, composition and required capabilities of the Board to meet the needs of the Company;

(b) lead the search for, screen, evaluate and recommend to the Board qualified candidates or nominees for election or appointment as directors, consistent with criteria approved by the Board;

(c) in evaluating a prospective candidate to the Board should include: competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; competencies and skills that the Board considers each existing director to possess; competencies and skills that the nominee will bring to the Board; and ability to commit sufficient time to the Board and Committee duties and responsibilities.

(d) annually review the mandates for each of the Board (in the context of National Policy 58-201 – Corporate Governance Guidelines as amended from time to time ("NP 58-201")) and its committees and the position descriptions for the chair of each Board committee, the Chair, the CEO and Chief Financial Officer and the position description for directors and recommend to the Board such amendments to those mandates and position descriptions as the Committee believes are necessary or desirable to comply with Applicable Legislation;

(e) consider and, if thought fit, approve requests from individual directors or committees of directors for the engagement of special advisors from time to time (including the payment and termination thereof), without the need of approval from the Board or management;

(f) recommend procedures to permit the unrelated and independent directors of the Board and its committees to meet on a regular basis without management present;

(g) annually prepare and recommend to the Board a “Statement of Corporate Governance Practices” to be included in the Company’s annual report or management’s proxy information circular in accordance with Form 58-101F1 – Corporate Governance Disclosure, as amended from time to time;
(h) review on a periodic basis the composition of the Board and the committees thereof to ensure that an appropriate number of independent and unrelated (as defined in NP 58-201) directors sit on the Board and the committees thereof in the context of NP 58-201 and Applicable Legislation;

(i) annually evaluate and report to the Board: (i) the overall performance of the Board, (ii) the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole, (iii) the mandates, performance and composition of the committees of the Board (including the Committee), (iv) the relationship between the Board and management, and (v) the performance of management in terms of corporate governance;

(j) establish and approve an appropriate orientation and education program for new recruits to the Board as contemplated by NP 58-201 and other Applicable Legislation;

(k) consider the adequacy and form of compensation paid to the directors in the context of their duties and responsibilities and their statutory liabilities;

(l) analyze the needs of the Board when vacancies arise on the Board, develop criteria for those persons who would make an effective contribution to deliberations of the Board, and search for, screen and recommend nominees who meet such needs and criteria as contemplated by NP 58-201 and other Applicable Legislation;

(m) review NP 58-201, National Instrument 58-101 – Disclosure of Corporate Governance Practices, as amended from time to time, and Form 58-101F1 – Corporate Governance Disclosure, as amended from time to time, the Company’s Code of Business Conduct and Moral Ethics Policy and the Company’s policies on confidentiality, communication and trading, board overboarding, retirement and such other corporate and securities legislation, regulation, rules and policy relating to corporate governance and nominating matters and making recommendations for the implementation thereof as the Committee deems necessary and appropriate having regard to the size of the Company, its services and products, its geographic placement, its growth and such other factors as the Committee deems prudent and appropriate;

(n) set the fees to be paid, shares and deferred share units to be owned or options or other rights to be granted to directors and members of committees of the Board;

(o) develop systems and procedures: (i) for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting and financial reporting controls, or auditing matters; (ii) with respect to the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and, (iii) to address a reporting legal counsel’s report of a material breach of securities law, material breach of fiduciary duty or similar material violation;

(p) periodically review the policy on mandatory share ownership for directors and, in the Committee’s discretion, recommend any changes to the Board for consideration;

(q) periodically review the policy on mandatory share or deferred share ownership for executive management and, in the Committee’s discretion, recommend any changes to the Board for consideration;

(r) consider the views on corporate governance issues of various associations which represent
institutional shareholders of the Company (such as the Risk Metrics Group and the Canadian Coalition for Good Corporate Governance) and, where appropriate implement these views as part of the Company’s corporate governance practices;

(s) honor the spirit and intent of Applicable Legislation as it evolves. Authority to make minor technical amendments to this Mandate is delegated to the Corporate Secretary, who will report any amendments to the Committee at its next meeting;

(t) ensure that the Committee’s Mandate is published on the Company’s website; and

(u) prepare a statement as a foreign private issuer indicating the significant ways, if any, in which the Company’s corporate governance practices differ from those followed by domestic companies under NYSE listing standards as contemplated by section 303A.11 of the NYSE Company Manual; and

(v) carry out any other appropriate duties and responsibilities assigned by the Board.

(Approved as amended by the Board of Directors of the Company on November 11, 2020 to be effective immediately)