



NEPTUNE WELLNESS SOLUTIONS INC.

OPERATIONS & IT COMMITTEE CHARTER

**Approved by the Board of Director
On April 24, 2020**

NEPTUNE WELLNESS SOLUTIONS INC.

OPERATIONS & IT COMMITTEE CHARTER

1. Purpose

The Operations Committee (the “**Committee**”) of Neptune Wellness Solutions Inc. (the “**Corporation**”) is responsible for assisting the Board of Directors (the “**Board**”) in fulfilling its responsibilities for overseeing the Corporation’s management of its operations, from both a technical and sustainability perspective.

2. Duties and Responsibilities

The Committee shall perform the functions customarily performed by operations committees and any other functions assigned by the Board. In particular, the Committee shall have the following duties and responsibilities:

2.1. Operations Strategy; Sustainability; Information Technology; Risk Oversight; Management Reports

2.1.1. Overseeing the establishment and implementation of the Corporation’s strategies, policies and programs with respect to its operations and for monitoring the Corporation’s performance against such strategies, policies and programs.

2.1.2. Overseeing the establishment and implementation of the Corporation’s strategies, policies and programs with respect to sustainability matters (including those relating to the environment) and for monitoring the Corporation’s performance against such strategies, policies and programs.

2.1.3. Overseeing the Corporation’s technology programs and ensuring that such programs support the Corporation’s business objectives and strategies, and provide for appropriate data security and data privacy, and for monitoring the Corporation’s performance with such programs.

2.1.4. Assisting the Board in fulfilling its risk oversight responsibilities by, among other things:

- ensuring that processes are in place to enable management to identify significant operational, sustainability and information technology related risks;
- ensuring that management establishes appropriate action plans to mitigate against such risks; and
- monitoring management’s implementation of such action plans and assessing their effectiveness.

2.1.5. Seek recommendations from management and review management reports on:

- production plans, as proposed and revised from time to time;
- information technology and e-commerce data security and metrics;
- occupational health and safety;
- environmental compliance; and

- corporate social responsibility matters (including trends and emerging issues).
- 2.1.6. Review and discuss reports from management, independent auditors, internal auditors, legal counsel, regulators and outside experts as considered appropriate regarding operations, sustainability and information technology matters.
 - 2.1.7. Review and make recommendations to the Board regarding significant investments in support of the Corporation's technology and operations strategies.
 - 2.1.8. Monitor and evaluate existing and future trends in technology, innovation, data security and data privacy and operations that may affect the Corporation's strategic plans, including monitoring overall industry trends.
 - 2.1.9. Coordinate with the Chair of the Audit Committee to ensure that both the Operations Committee and the Audit Committee receive all information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk assessment and risk management.

2.2. Oversight of the Corporation's environmental, health and safety related policies

- 2.2.1. Review, monitor, report, and where appropriate, provide recommendations to the Board on the Corporation's environmental, health and safety policies;

2.3. Public Disclosure

- 2.3.1. Review and discuss with management, at least annually, major operational, sustainability and technology risk exposures of the Corporation and the disclosure thereof prior to the filing of the Corporation's annual financial statements, annual information form and management's discussion and analysis.

3. Evaluation of the Committee and Report to Board

- 3.1. The Committee shall evaluate and review with the Board, on an annual basis, the performance of the Committee.
- 3.2. The Committee shall report to the Board periodically on the Committee's activities.

4. Authority, Outside advisors

- 4.1. The Committee shall have the authority to require any information relevant to its mandate from (i) any officer or employee of the Corporation and (ii) any party external to the Corporation which is answerable to the Corporation.
- 4.2. The Committee shall have the authority to engage outside counsel and other outside advisors as it deems appropriate to assist the Committee in the performance of its functions. The Corporation shall provide appropriate funding for such advisors as determined by the Committee.

5. Membership

- 5.1. The Committee shall be composed of a minimum of three (3) members, a majority of whom shall be independent members of the Board (as defined under Rule 5605 (a)(2) of the Nasdaq Stock Market).

The Chair of the Committee shall be independent and free of any relation which, in the Board's opinion, could interfere with the exercise of their independence and objectivity as a member of the Committee.

- 5.2. The members of the Committee shall be appointed by the Board and will carry out their duties until the next annual Board meeting or until their successors are duly elected. Unless the Chair of the Committee is appointed by the whole Board of Directors, the members of the Committee will be able to appoint a Chair by majority vote in the presence of all the members of the Committee.

6. Committee Chair

- 6.1. The Chair of the Committee shall be appointed by the Board and shall be independent of the Corporation. The Chair of the Committee leads the Committee in all aspects of its work and is responsible to effectively manage the affairs of the Committee and ensure that it is properly organized and functions efficiently. More specifically, the Chair of the Committee shall:
 - 6.1.1. Provide leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this Charter and as otherwise may be appropriate;
 - 6.1.2. In consultation with the Board Chair and the CEO, ensure that there is an effective relationship between management and the members of the Committee;
 - 6.1.3. Chair meetings of the Committee;
 - 6.1.4. In consultation with the CEO, the Corporate Secretary and the Board Chair, determine the frequency, dates and locations of meetings of the Committee;
 - 6.1.5. In consultation with the CEO, and the Corporate Secretary, review the annual work plan and the meeting agendas to ensure all required business is brought before the Committee to enable it to efficiently carry out its duties and responsibilities;
 - 6.1.6. Ensure, in consultation with the Board Chair, that all items requiring the Committee's approval are appropriately tabled;
 - 6.1.7. Ensure the proper flow of information to the Committee and review, with the CEO, and the Corporate Secretary, the adequacy and timing of materials in support of management's proposals;
 - 6.1.8. Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee; and
 - 6.1.9. Carry out any special assignments or any functions as requested by the Board.

7. Term

The members of the Committee shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual general meeting of the shareholders or until their successors are so appointed.

8. Procedures for meetings

The Committee shall fix its own procedure at meetings and for the calling of meetings. The Committee will meet as necessary. The Committee shall meet in executive session in the absence of management, at each regularly scheduled meeting.

9. Quorum and voting

Unless otherwise determined from time to time by resolution of the Board, two members of the Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by the Committee members, except where only two members are present, in which case any question shall be decided unanimously.

10. Secretary

Unless otherwise determined by resolution of the Board, the Corporate Secretary of the Corporation or his/her delegate shall be the Secretary of the Committee.

11. Vacancies

Vacancies at any time occurring shall be filled by resolution of the Board.

12. Records

The Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.

13. Review of Charter

The Committee will, from time to time, review and assess the adequacy of this Charter and recommend any proposed changes for consideration. The Board may amend this Charter, as required.