



Charter Of the Environmental, Social, And Governance Steering (ESG) Committee

The purpose of the Environmental, Social and Governance Steering Committee (the “ESG Committee”) of GameChange Solar (the “Company”) is to support the Company’s on-going commitment to environmental, corporate social including health & safety, corporate governance, sustainability, and other public policy matters relevant to the Company.

The ESG Committee is a cross-functional management committee of the Company. It will assist the Company in (a) setting general strategy relating to ESG Matters, (b) developing, implementing, and monitoring initiatives and policies based on that strategy, (c) overseeing communications with employees, investors and stakeholders with respect to ESG Matters, and (d) monitoring and assessing developments relating to, and improving the Company’s understanding of ESG Matters.

Membership

The Company’s Chief Operating Officer (the “COO”) will champion the ESG process. The ESG Sponsor Committee will include executive officers who will engage employees in sub committees as they deem appropriate. Executive level sponsorship has been established to lead each of the GCS pillars as part of the material ESG framework.

Pillars

Responsible Pillars	<i>Mark Gibbens</i>	<i>Phil Vyhanek, Champion</i>
	Governance	Repower
Topics	Transparency and Accountability	Climate change mitigation
	Business ethics	Supply chain management - environmental
	Organization data security	Climate change adaptation

Responsible Pillars	<i>Mark Gibbons / Phil Vyhanek</i>	<i>Derick Botha</i>
	Empower	Rethink
Topics	Human rights	Waste management
	Health and Safety	Product design and lifecycle management
	Diversity, Equity, and Inclusion	Product quality and safety
	Talent attraction and development	Material sourcing and efficiency

Meetings



The ESG Sponsor Committee shall meet as often as it determines necessary or appropriate to meet its objectives, but no less frequent than quarterly.

The Chair of the Committee, in consultation with other Committee members, shall determine the frequency and length of the Committee meetings.

The ESG Sponsor Committee may ask other officers and employees of the Company to attend meetings to provide pertinent information as requested.

ESG Committee Members may participate in meetings through telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Chair of the ESG Committee, or his or her designee, is responsible for scheduling and setting the meeting agendas.

The Company's COO will serve as Chair of the ESG Committee, and the Company's CFO will chair those meetings where the COO cannot attend.

The Chairperson will facilitate the making of regular reports to the Board of Directors.

Duties and Responsibilities

The duties and responsibilities of the ESG Committee shall be as follows:

- Setting the Company's general strategy with respect to ESG Matters, and to consider and recommend policies, practices, and disclosures that conform with the strategy.
- Connection with the reporting and disclosures on ESG Matters made in compliance with securities laws.
- To develop internal and external communications regarding the Company's position or approach to ESG Matters.
- To consider and bring to the attention of the CEO, and Board as appropriate, current and emerging ESG Matters that may affect the business, operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations on how the Company's policies, practices and disclosures can adjust to or address current.
- To put systems in place, as deemed necessary and appropriate, to monitor ESG Matters.
- To review and assess this Charter as needed and recommend any proposed changes for approval; and
- To perform such other duties, tasks, and responsibilities relevant to the purpose of the ESG Committee as may from time to time be designated by the CEO.



Reporting and Delegation

The COO will report to the Board of Directors on ESG Matters in general and the activities of the ESG Committee in particular.

The ESG Sponsor Committee may delegate all or a portion of its duties and responsibilities to one or more subcommittees of the ESG Sponsor Committee and has authority to retain outside advisors as it deems necessary to carry out its responsibilities as approved by the committee Chair.