

Human Resources Committee Charter

May 2025

1. OVERALL PURPOSE / OBJECTIVES

The Human Resources Committee of the Board of Directors (the “Committee”) is responsible for assisting the Board with respect to the Named Executive Officers’ (NEOs’) compensation. Furthermore it is concerned with the development and oversight of the implementation of strategic HR including succession planning and assurance of a supportive culture and all compensation plans and policies that:

- (a) attract and retain skilled and experienced NEOs and senior managers;
- (b) motivate NEOs and senior managers to achieve corporate objectives and create shareholder value; and
- (c) encourage NEOs and senior managers to link their personal financial interests to those of the shareholders.

2. AUTHORITY

The Board authorizes the Committee, within the scope of its responsibilities, to seek any information it requires from any officer or employee and from external parties to assist the Committee. The Committee may also, within the scope of its responsibilities, appoint external compensation or other consultants at its discretion at the Company’s expense to provide advice and assist the Committee.

3. ORGANIZATION

(a) Membership

- (i) The Committee will consist of at least three members of the Board. All members will be independent within the rules of the Canadian securities administrators.
- (ii) The Chair of the Committee will be appointed by the Board.
- (iii) A quorum for any meeting of the Committee will be a majority of the members.
- (iv) Questions arising at any meeting of the Committee are to be decided by a simple majority of votes and, in the case of an equality of votes, the Chair does not have a second or casting vote.

(b) Attendance at Meetings

- (i) The Committee will meet at least three times in each calendar year. The Chair or any two members of the Committee may call a meeting.
- (ii) The proceedings of all meetings shall be minuted; and
- (iii) The secretary for meetings of the Committee shall be appointed by the Chair.

(c) Role of Chair

- (i) The Chair of the Committee shall preside over meetings of the Committee, assist in co-ordination of the meeting agendas in conjunction with the CEO, the Group Manager, Human Resources, and the Corporate Secretary co-ordinate the discharge of the Committee’s responsibilities under this Charter and provide reports of the Committee to the Board.

4. ROLES AND RESPONSIBILITIES

(a) Objectives and Performance

- (i) Reviewing and approving corporate goals and objectives relevant to CEO compensation,
- (ii) Evaluating the CEO's performance in light of these goals, and recommending the level and elements of the CEO's compensation to the Board
- (iii) Reviewing the performance of the NEOs and providing feedback to the Board
- (iv) Based on the performance evaluation of the Named Executive Officers ('NEOs'), revise or confirm the CEO's recommendations. Make recommendations to the Board, on all elements of NEOs' compensation.

(b) Contracts

- (i) Reviewing and recommending to the Board any appointments and terminations of the CEO and NEOs.
- (ii) Reviewing employment contracts for the CEO and any amendments to it and employment contracts for NEOs, and any material amendments to them, for recommendation to the Board.

(c) Compensation benchmarking and compliance review

- (i) Evaluate and recommend to the Board the appropriate peer group to assess the competitiveness of CEO and NEO compensation
- (ii) Annually review compensation against appropriate market benchmarking data
- (iii) Approving all plans relating to equity or equity-based compensation, and other plans involving a material component of executive compensation, and material amendments to those plans
- (iv) Make recommendations to the Board regarding share ownership guidelines and anti-hedging requirements applicable to the senior team
- (v) Reviewing all public disclosure relating to executive compensation, including the Compensation and Discussion Analysis provided in the Management Information Circular
- (vi) Annually review employee's subject to Clawback and make recommendations for inclusion as appropriate
- (vii) Reviewing, and considering the implications of the risks associated with the Company's overall compensation philosophy
- (viii) Considering feedback from shareholders with respect to the overall compensation strategy
- (ix) At the request of the CEO, providing oversight and assistance to the CEO as to compensation of senior managers other than NEOs.

(d) Strategic HR, Talent and Culture

- (i) Reviewing succession planning for NEOs and senior managers, and making recommendations to the Board.

- (ii) Reviewing and approving a human resources philosophy that supports the business strategy.
- (iii) Assess and assure that the culture is in line with the stated values of the organisation. Oversee and monitor management's efforts to establish an inclusive culture where diversity and accountability is valued and respected.

(e) **Governance**

- (i) Monitor the Company's compliance with policies as they relate to HR matters, review said policies against emerging best practices and regulations and review and make recommendations for changes to policy as appropriate
- (ii) Reviewing this mandate annually, and recommending any proposed changes to the Nominating and Governance Committee.

Last Updated: May 2025

