

# NOMINATING & GOVERNANCE (“N&G”) COMMITTEE CHARTER

May 2025

## 1. OVERALL PURPOSE / OBJECTIVES

The Nominating & Governance Committee is responsible for assisting the Board with respect to the Company's approach to corporate governance policies and practices.

## 2. ORGANIZATION

### 1. Membership

The Committee shall be composed of a minimum of 3 Directors, all of whom shall be independent, with a majority of them forming a quorum, and the Chair to be appointed by the Board.

### 2. Attendance at Meetings

- (i) Meetings are to be held at least three times a year, as determined by the Committee Chair. Meetings can be called by the Chair or any two members of the Committee;
- (ii) The proceedings of all meetings shall be minuted; and
- (iii) The secretary for meetings of the Committee shall be appointed by the Chair.

### 3. Role of Chair

The Chair of the Committee presides over meetings of the Committee, assists in co-ordination of the meeting agendas and materials in conjunction with the Corporate Secretary for Committee meetings, co-ordinates the discharge of the Committee's responsibilities and provides reports of the Committee to the Board.

## 3. ROLES AND RESPONSIBILITIES

- 1. Review the Company's governance policies and practices in light of applicable law, guidance and applicable governance practices;
- 2. Monitor the effectiveness of the Company's corporate governance framework, and recommend improvements to the Board;
- 3. Review the corporate governance section of the Management Information Circular (“MIC”);
- 4. Assess shareholder proposals as necessary for inclusion in the MIC;
- 5. Monitor the Directors' relationship with management;
- 6. Oversee the process for evaluation of the effectiveness and performance of the Board and Board committees;
- 7. In conjunction with the Chair of the Company, annually review the skills, expertise, background, independence and qualifications of independent board directors;

8. Having regard for the overall size of the Board, recommend competencies and skills criteria for selection of new directors, including diversity considerations;
9. Evaluate and annually recommend nominees for election by the shareholders or appointment by the Board, in consultation with the Chair and (if appropriate) with the help of outside consultants;
10. Engage and compensate outside advisors as deemed necessary;
11. Review the composition of the Committees and make recommendations to the Board;
12. Develop the position description for the Chair;
13. Monitor the induction and ongoing development of Independent Directors;
14. Review this mandate annually, and recommend any proposed changes to the Board;
15. Review proposed changes to all other committee charters and recommend proposed changes to the Board; and
16. In coordination with the Board as a whole, review and recommend to the Board the amount and form of compensation of Independent Directors.

**Last Updated: May 2025**