

# Nominating & Governance Committee Charter

February 2026

## 1. OVERALL PURPOSE

- 1.1. The Nominating & Governance (the “**Committee**” or “**N&GC**”) Committee assists the Board of Directors (the “**Board**”) with respect to the Company’s approach to the composition of the Board and its committees; the development and maintenance of corporate governance policies and practices including board effectiveness, and; keeping under review succession planning processes for directors including the identification and nomination of qualified candidates for election or appointment.

## 2. ORGANISATION

### 2.1. Membership & Qualifications

- 2.1.1. The Committee shall consist of no fewer than three members of the Board, all of whom shall be independent directors.
- 2.1.2. Committee members should collectively possess a broad range of skills and experience that support the committee's endeavours.
- 2.1.3. The Board shall appoint the Chair of the Committee (the “**Committee Chair**”), and in their absence, one of the members nominated by the Committee from time to time. Members shall be appointed annually and serve until their successors are appointed by the Board.
- 2.1.4. Committee members are expected to maintain and stay informed about governance and regulatory developments, and any other relevant topics as pertain to their responsibilities as members of the Committee. In addition, and as appropriate, the Company may provide additional opportunities for ongoing education.

### 2.2. Meetings

- 2.2.1. The Committee shall meet at least three times per calendar year and additionally as required. The Committee Chair or any two members of the Committee may call a meeting.
- 2.2.2. No business may be transacted by the Committee at a meeting, unless a quorum is present. A majority of the Committee members shall constitute a quorum. Decisions shall be made by simple majority vote. The Committee Chair shall not have a deciding vote.
- 2.2.3. The Committee Secretary shall be appointed by the Committee Chair and keep minutes of the meetings.
- 2.2.4. The Committee Chair shall report on its activities and recommendations to the Board at the next available Board meeting or sooner if necessary.
- 2.2.5. The Committee shall have access to management and may invite members of

management, other advisors or other persons to attend meetings as it deems appropriate.

- 2.2.6. The Committee will meet in camera without management present following a scheduled meeting at least once a year.

### **2.3. Role of Committee Chair**

- 2.3.1. The Committee Chair shall preside over meetings of the Committee and oversee the co-ordination of the meeting agendas. In conjunction with the Board Chair, the CEO and the Corporate Secretary and management provide for the discharge of the Committee's responsibilities under this Charter.

## **3. AUTHORITY**

- 3.1. The Board authorises the Committee, within the scope of its responsibilities, to:
- 3.1.1. seek any information it requires from any officer or employee of the Company and from external parties, including their attendance at meetings.
  - 3.1.2. conduct or authorise investigations into any matter within its scope of responsibility.
  - 3.1.3. have direct access to the Corporate Secretary.
  - 3.1.4. have sole authority to retain and terminate, at the Company's expense and following appropriate consultation with the Board Chair, independent external legal or professional counsel, technical, and other advisors, experts or consultants, including board candidate search firms, and to approve such advisors' fees (which shall be paid by the Company) and terms of engagement.

## **4. ROLES AND RESPONSIBILITIES**

### **4.1. Governance Practices**

- 4.1.1. Review the Company's governance policies and practices and the board governance framework, in light of applicable law, guidance and governance practices and recommend changes to the Board.
- 4.1.2. Review the corporate governance section of the Management Information Circular ("**MIC**").
- 4.1.3. Assess any shareholder proposals as necessary for inclusion in the MIC.

### **4.2. Board Composition & Nominations**

- 4.2.1. Having regard for the overall size of the Board, the stated strategy of the Company, the Board skills matrix, effectiveness reviews, succession plans, feedback from stakeholders and overall diversity, recommend competencies and skills criteria for the selection of new directors.
- 4.2.2. Evaluate and recommend nominees for election as Board Chair.
- 4.2.3. Keep under review the composition of the Board with reference to each directors independence and the board skills matrix as developed and reviewed by the Board.
- 4.2.4. Oversee the selection process for new directors and (if appropriate), with the help of

outside consultants.

- 4.2.5. Oversee the annual review of the performance of non-executive directors in conjunction with the Board Chair.
- 4.2.6. Annually recommend nominees for election by the shareholders or appointment by the Board, in consultation with the Board Chair and the CEO.
- 4.2.7. Review the composition of the Committees and including the chairs of each committee and make recommendations to the Board annually.
- 4.2.8. Review proposed changes to all other committee charters and recommend proposed changes to the Board for approval.

#### **4.3. Succession Planning**

- 4.3.1. Oversee the succession plan for the Board, the Board Chair, and committee membership.
- 4.3.2. Oversee and recommend succession planning for non-executive directors.

#### **4.4. Induction and on-going development**

- 4.4.1. Oversee new directors receive a comprehensive orientation to the Company's business, strategic plans, and governance structure. The Company will also provide resources and opportunities for directors to engage in ongoing education to stay current with industry trends, regulatory changes, and governance best practices.
- 4.4.2. Oversee the induction of new committee members and identify any areas that require deeper support and development.
- 4.4.3. Keep under review the ongoing development of Directors and in particular, making recommendations as part of the annual review process.

#### **4.5. Board Evaluation & Effectiveness**

- 4.5.1. Monitor the appropriateness of Directors' relationship with management.
- 4.5.2. Facilitate an annual internal evaluation of the Board and its committees and communicate results with the Board. Once every three to five years consider using third-party facilitation as appropriate.
- 4.5.3. Develop the position description for the Board Chair, CEO and other roles as appropriate.

#### **4.6. Director Fees**

- 4.6.1. Review the level of Director's fees at least every two years.
- 4.6.2. In coordination with the Board as a whole, recommend to the Board the amount and form of compensation of non-executive Directors, including the allocation between cash and equity.
- 4.6.3. Keep under review the Director Shareholding Guidelines.

**4.7. Governance**

- 4.7.1. The Committee shall conduct an annual self-assessment of its performance and effectiveness, including a review of its compliance with this Charter, the results of which shall be reported to the Board.
- 4.7.2. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

*Amended February 2026.*