

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Company has established a Corporate Governance and Nominating Committee of the Board of Directors which consists of three or more directors, all of whom shall be independent within the meaning of all applicable securities laws and regulations and all applicable stock exchange rules, except where specifically permitted by all such laws, regulations and rules. The Committee meets at least annually, or more frequently as required. The Committee's mandate is to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement.

The Committee's duties and responsibilities are:

- To advise the Chairman of the Board and the Board on matters of corporate governance, including adherence to any governance guidelines or rules established by applicable regulatory authorities.
- To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
- To assess the independence of the independent directors.
- To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the Chairman and the CEO. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- To advise the Board on issues of conflict of interest for individual directors.
- To examine the effectiveness of the Company's corporate governance practices at least annually and to propose such procedures and policies as the Committee believes are appropriate to ensure that the Board functions independently of management, management is accountable to the Board and procedures are in place to monitor the effectiveness of performance of the Board, committees of the Board and individual directors.
- To develop and review, together with the Chairman, CEO and the President of the Board, annual Board goals or improvement priorities.
- To identify and to recommend to the Board suitable candidates for nomination as new directors, including any candidates to be nominated for re-election, and to review the credentials of all nominees.
- With assistance of management, to organize and provide an orientation program for new directors where appropriate.
- To periodically review the mandates of the Board and committees of the Board and determine what additional committees of the Board, if any, are required or appropriate.
- To develop such codes of conduct and other policies as are appropriate to deal with the

confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public Company obligations.

- To take such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to the Toronto Stock Exchange guidelines or recommendations and other regulatory requirements on corporate governance.
- To review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, and to recommend changes to the Board of Directors for its approval.
- Other duties conferred by the Board.

This charter was reviewed by the Corporate Governance and Nominating Committee and last approved by the board of directors on August 12, 2024.