

CORPORATE GOVERNANCE COMMITTEE CHARTER

INTRODUCTION

The Corporate Governance and Nomination Committee charter sets out the Corporate Governance and Nomination Committee's role and responsibilities, composition, structure and membership requirements and the procedures for inviting non-committee members to attend meetings.

The Corporate Governance and Nomination Committee has been given the necessary power and resources to meet its charter.

COMPOSITION, STRUCTURE AND MEMBERSHIP REQUIREMENTS

The committee will comprise:

- a majority of independent directors;
- an independent chair; and
- at least three members.

ROLES AND RESPONSIBILITIES

The primary functions of the Corporate Governance and Nomination Committee are to review and make recommendations to the Board on corporate governance and Board nomination.

Corporate Governance

Monitoring

The committee reviews the Company's business and affairs and makes recommendations to the Board on its responsibility for corporate governance and monitoring of the Company's business and affairs.

Corporate Governance

The committee reviews Corporate Governance best practice principles, the extent to which the Company adheres to those principles and recommendations and makes recommendations to the Board on the Company's Corporate Governance Statement.

Policies

The committee reviews and makes recommendations to the Board on Company policies and procedures.

Board Nomination

Membership

The committee reviews and makes recommendations to the Board on the necessary and desirable competencies of directors' and the appointment and re-election of directors, including the selection process.

Succession

The Committee reviews and makes recommendations to the Board on succession plans, including the necessary mix of skills, experience, expertise and diversity required to maintain an effective Board.

Evaluation

The Committee reviews and makes recommendations to the Board on the process of evaluating the performance of the board, its committees and directors.

MEETINGS

Meetings will occur at least once a year, at the time of the approval of the Annual Report. The Corporate Governance and Nomination Committee shall meet at any other convenient date as required.

The Corporate Governance and Nomination Committee may ask members of management or others to attend Corporate Governance and Nomination Committee meetings and provide pertinent information when needed. The Corporate Governance and Nomination Committee may meet with management and external consultants in separate executive sessions.

A majority of the members of the Corporate Governance and Nomination Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action.

The Company Secretary shall attend Committee Meetings and keep minutes of those meetings.

The Corporate Governance and Nomination Committee meeting minutes shall be kept and included in the papers for the next full board meeting after each Corporate Governance and Nomination Committee meeting.

INPUT AND ADVICE

The Corporate Governance and Nomination Committee has access to adequate internal and external resources, including access to advice from external consultants or specialists.

REPORTING RESPONSIBILITIES

The Corporate Governance and Nomination Committee is responsible to and reports directly to the Board. The Chairman of the Corporate Governance and Nomination Committee is responsible for periodically updating the Board about Corporate Governance and Nomination Committee activities and making appropriate recommendations.

Date adopted: 17 May 2021