Adopted February 2011
Last amended and approved October 29, 2026

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee is to assist the Board of Directors in fulfilling its oversight responsibilities in relation to:

- the Corporation's overall approach to corporate governance;
- the size, composition and structure of the Board and its committees;
- the identification and recommendation to the Board of qualified individuals for appointment to the Board and its committees;
- orientation and continuing education for directors;
- matters involving conflicts of interest of directors; and
- any additional matters delegated to the Nominating and Corporate Governance Committee by the Board.

2. COMPOSITION

The members of the Nominating and Corporate Governance Committee and its Chair will be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consist of at least three and not more than six members.

All members of the Nominating and Corporate Governance Committee will be independent directors. For the purposes of this Charter, "independent" means the standard of independence applicable to audit committee members as set out in National Instrument 52-110 – Audit Committees, as amended from time to time. No member of management may serve on the Nominating and Corporate Governance Committee.

3. MEETINGS

The Nominating and Corporate Governance Committee will meet at least twice annually and as many additional times as the Nominating and Corporate Governance Committee deems necessary to carry out its duties effectively.

Notice of every meeting will be given to each member and the Chair of the Nominating and Corporate Governance Committee.

A majority of the members of the Nominating and Corporate Governance Committee will constitute a quorum. No business may be transacted by the Nominating and Corporate Governance Committee except at a meeting of its members at which a quorum is present.

The Nominating and Corporate Governance Committee may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend its meetings and assist in the discussion and consideration of any matter.

A meeting of the Nominating and Corporate Governance Committee may be convened by the Chair or any member of the Nominating and Corporate Governance Committee.

4. DUTIES AND RESPONSIBILITIES

To carry out its oversight responsibilities, the Nominating and Corporate Governance Committee will:

(a) make recommendations to the Board with respect to the appropriate size and composition of the Board;

(b) make recommendations to the Board with respect to qualifications for members of the Board, with a view to the independence and expertise required for effective governance and satisfaction of applicable regulatory requirements, and procedures for identifying possible candidates who meet the criteria adopted;

(c) make recommendations to the Board with respect to the selection of nominees for election or appointment to the Board to fill Board vacancies;

(d) make recommendations to the Board with respect to the number, composition and mandates of committees of the Board;

(e) make recommendations to the Board with respect to the appointment of directors to Board committees and the selection of committee chairs;

(f) make recommendations to the Board with respect to the establishment and implementation of procedures to review the contribution of individual directors and the effectiveness of the Board and its committees, including the completion of annual directors' questionnaires and the dissemination of results to the Board;

(g) confirm that management has developed an orientation program for new members of the Board and from time to time, identifies and communicates to members of the Board possible continuing education programs, which may be requested by individual directors;

(h) make recommendations to the Board with respect to the Corporation's approach to corporate governance issues, including: (i) the relationship of the Board to management; (ii) the review of the Board mandate at least once a year; and (iii) the adequacy of the structures and procedures in place to permit the Board to effectively discharge its duties and responsibilities;

(i) make recommendations to the Board with respect to, and review on a biennial basis, the Corporation's form of indemnification agreement for directors and officers;

(j) make recommendations to the Board with respect to the development and review of position descriptions for the Chief Executive Officer, the Chair of the Board, the Lead Director of the Board, Board committee chairs, and directors; and

(k) approve individual directors engaging outside advisors at the expense of the Corporation in appropriate circumstances.

5. NOMINATION OF DIRECTORS

In making recommendations to the Board for the nomination of individuals as directors, the Nominating and Corporate Governance Committee will consider:

- the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- the competencies and skills that the Board considers each existing director to possess;
- the competencies and skills each new nominee would bring to the Board; and
- in accordance with the Corporation's Diversity Policy, the number of Board members who are women or individuals from diverse backgrounds.

The Nominating and Corporate Governance Committee will, on an as-needed basis, prepare and review a list or matrix of the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess and the competencies and skills that the Board considers each existing director to possess in order to identify any competency and skill gaps on the Board.

6. REPORTING

The Nominating and Corporate Governance Committee will:

- regularly report to the Board on all significant matters it has addressed and with respect to such other matters that are within its responsibilities; and
- oversee the preparation of the Statement of Corporate Governance Practices (or similarly captioned) section of the Corporation's management proxy circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities.

7. REVIEW AND EVALUATION

The Nominating and Corporate Governance Committee will annually review and evaluate the adequacy of its charter and recommend to the Board any proposed changes.

The Nominating and Corporate Governance Committee will annually evaluate its performance and report the results of such evaluation to the Board.

8. CHAIR

Each year, the Board will appoint one member to be Chair of the Nominating and Corporate Governance Committee. If, in any year, the Board does not appoint a Chair of the Nominating and Corporate Governance Committee, the incumbent Chair of the Nominating and Corporate Governance Committee will continue in office until a

successor is appointed.

9. REMOVAL AND VACANCIES

Any member of the Nominating and Corporate Governance Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Nominating and Corporate Governance Committee upon ceasing to be a director. The Board may fill vacancies on the Nominating and Corporate Governance Committee by appointment from among its members. If and whenever a vacancy shall exist on the Nominating and Corporate Governance Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the Nominating and Corporate Governance Committee shall remain as such until the next annual meeting of shareholders after that member's election.

10. ACCESS TO OUTSIDE ADVISORS

The Nominating and Corporate Governance Committee may, without seeking approval of the Board or management, select, retain, terminate, set and approve the fees and other retention terms of any outside advisor, as it deems appropriate. The Corporation will provide for appropriate funding, for payment of compensation to any such advisors, and for ordinary administrative expenses of the Nominating and Corporate Governance Committee.