CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE

The Board has established the Nominating and Governance Committee to assist the Board in fulfilling its responsibilities in the identification, recruitment and nomination of Directors, implementing effective corporate governance policies and practices, and evaluating the performance of the Board.

Composition of Committee. The Committee shall be composed of a minimum of three Directors, or such greater number as determined by the Board from time to time, all of whom shall be "Independent Directors", within the meaning of applicable Canadian securities laws. Members shall have experience in and an interest in the development of corporate governance practices and procedures. The Committee members shall be appointed annually by the Board following each annual meeting of shareholders, and may be removed by the Board. The Secretary of the Company, or such other person as designated by the Secretary and approved by the Committee, shall act as secretary of the Committee meetings.

Committee Chair. Following each annual meeting of shareholders, the Board shall appoint a Chair of the Committee from among the members of the Committee. The Chair shall organize and direct the activities of the Committee, call meetings of the Committee as appropriate, establish the agenda for Committee meetings and chair such meetings. The Chair has responsibility to ensure that the matters set forth in this charter are given due consideration in the course of the Committee's annual activities. The Chair shall encourage full participation in the deliberations and activities of the Committee by each of its members. The Chair shall report on the activities of the Committee at regular quarterly Board meetings.

Committee Meetings. Committee meetings shall be convened at least four times a year, and at such other times as may be determined by the Chair. Notice of the time and place of each meeting shall be given by the Chair, or such other person authorized by the Chair, to each Committee member in the manner permitted by the Company's by-laws, not less than 48 hours before the time when the meeting is to be held. A notice of a meeting need not specify the purpose of or the business to be transacted at the meeting. A Committee member may in any manner waive notice of or otherwise consent to a meeting. Attendance of a Committee member at a meeting is a waiver of notice of the meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called. Telephone, video and other virtual meetings of the Committee shall be considered valid if all persons participating in the meeting are able to communicate adequately with each other during the meeting. Directors who are not members of the Committee and management may, by invitation of the Chair, attend the Committee meetings. An *in camera* session, from which non-Independent Directors and members of management shall be excluded, will be held at each meeting. The quorum for the transaction of business at a Committee meeting shall be a majority of Committee members. Committee decisions shall be determined by a majority of the votes cast at the meeting by members of the Committee. The Chair shall not have a second or casting vote. The Committee has the authority to engage, instruct and compensate, at the Company's expense, any outside advisor it determines to be necessary or appropriate to carry out its duties.

Mandate of the Committee. The mandate of the Committee of the Board is as follows:

- Lead the process of recruiting, interviewing and recommending for nomination candidates to the Board. Propose new nominees for directorship to the Board, as required.
- Develop and maintain a matrix of the relevant skills, experience and competencies and requirements to be represented on the Board and those to be sought in candidates for directorship that would add value to the Board and the Company, and determine other eligibility criteria for serving on the Board.
- Annually determine whether any Director is an Independent Director, subject to confirmation by the Board.
- Annually recommend membership of the Committees, their respective Chairs and the Lead Director to the Board for approval.
- Determine the director orientation program for new Directors and assess the effectiveness of the program.
- Review the continuing education activities of the Board during the previous year and provide guidance for continuing education for the ensuing year.
- Biennially (or more frequently as the Committee may determine from time to time) determine the scope and process for evaluating the performance of the Board, its Committees and/or its individual Directors, and conduct such evaluation and report to the Board.
- Annually assess the Company's compliance with the governance disclosure requirements of applicable Canadian securities regulators.
- Review the due diligence process and the draft Modern Slavery Statement and recommend to the Board for approval.
- Biennially (or more frequently as the Committee may determine) assess the adequacy of the Company's governance-related policies, including the Statement of Governance Policies, the Board and Committee Charters, the Company's Disclosure Policy, and propose any appropriate amendments to the Board.
- Regularly review the Board's engagement with shareholders and any shareholder organizations.
- Review and make a recommendation to the Board with respect to any related party transaction (within the meaning of applicable securities laws) of the Company.
- Oversee the Company's environmental, social and governance ("ESG") policies and practices.
- Monitor the adequacy of the Company's D&O Insurance Policy.
- Biennially review and recommend to the Board the compensation of Directors, including grants of deferred share units and/or restricted share units of the Company.
- Biennially assess the performance of the Executive Chairman.
- Biennially review and recommend to the Board the compensation of the Executive Chairman.
- Review and assess the adequacy of this charter at least on a biennial basis.

Approved by the Board on November 10, 2026.