



## **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

### **ARTICLE 1 PURPOSE**

1.1 The Corporate Governance and Nominating Committee (the "**Committee**") is appointed by and reports to the Board of Directors (the "**Board**") of Outback Goldfields Corp. (the "**Company**"). The Committee will:

- a) provide a focus on corporate governance that will enhance corporate performance and ensure, on behalf of the Board, that the Company's corporate governance system is effective in the discharge of its obligations to the Company's shareholders; and
- b) propose new members to the Board, establish criteria for the Board membership, recommend composition of the Board and assess Director's and the Board's performance on an ongoing basis.

### **ARTICLE 2 COMPOSITION, PROCEDURE, AND ORGANIZATION**

2.1 The Committee shall consist of no fewer than three directors (the "**Member**"), all of whom shall qualify as "independent" (as such term is defined in National Policy 58-101 – Corporate Governance Guidelines, or as under other applicable securities laws and exchange requirements).

2.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.3 Unless the Board has appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.

2.4 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.5 The Committee shall have access to such officers, employees, consultants or advisors of the Company and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

2.6 Meetings of the Committee shall be conducted as follows:

- (a) the Committee shall meet as frequently as required, but at least annually, at such times and at such locations or through some form of telecommunications as may be requested by the chair of the Committee;
- (b) The Committee is governed by the rules regarding meetings (including virtual meetings), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board;
- (c) The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the incorporating documents of the Company, or (c) applicable law;
- (d) In the absence of the Committee Chairman from any meeting, the Members shall elect a chair from those in attendance to act as chairman of that meeting;
- (e) At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee may form and delegate authority to subcommittees when and where appropriate; and
- (f) The Committee Chairman shall appoint a secretary for each meeting of the Committee and shall maintain minutes of all meetings and record the deliberations of the Committee. This role is normally filled by the Secretary of the Company.

### **ARTICLE 3**

#### **ROLES AND RESPONSIBILITIES**

3.1 Corporate governance duties and responsibilities of the Committee shall be as follows:

- (a) annually review corporate governance issues and practices as they affect the Company and make recommendations to the Board during each calendar year;
- (b) advise the Board or any committees of the Board of corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
- (c) annually review and make recommendations to the Board with respect to:
  - (i) the size and composition of the Board, with a view to promoting effectiveness and efficiency;
  - (ii) the appropriate terms of the mandate and responsibilities of the Board;
- (d) annually review the Code of Business Conduct and Ethics Policy;

- (e) adopt a process to determine what competencies and skills the Board, as a whole, should possess given the nature of the business of the Company;
- (f) develop and implement a process for assessing the effectiveness of the Board, individual Directors and board committees and to report and make recommendations to the Board;
- (g) review the corporate governance approach in the Company's annual Information Circular to its shareholders;
- (h) ensure that management provides the Committee with an annual report demonstrating that all Directors, officers and relevant employees have received education on the following policies and have acknowledged their review of the Code:
  - (i) Code of Business Conduct and Ethics Policy
  - (ii) Anti-Bribery Anti-Corruption Policy
  - (iii) Disclosure and Confidentiality Policy
  - (iv) Diversity and Inclusion Policy
  - (v) Environmental Protection, Social Considerations and Good Governance Policy
  - (vi) Insider Trading Policy
  - (vii) Whistleblower Policy
  - (viii) and any other policy that the Board adopts in the future; and

3.2 Nominating duties and responsibilities of the Committee will be to identify and recommend qualified individuals to become new members of the Board based on qualifications that the Board considers to be necessary.

3.3 The duties and responsibilities of the Committee Chair shall be as follows:

The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities include:

- (a) working with the Chairman of the Board and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;

- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- (e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

#### **ARTICLE 4**

#### **SELECTION CRITERIA FOR DIRECTORS**

4.1 The Committee shall determine the appropriate criteria for selecting and assessing potential new members of the Board and shall select candidates for nomination to the Board accordingly. The Committee shall perform the following activities to ensure an effective process for selecting candidates for nomination:

- (a) refer and adhere to the Company's Diversity and Inclusion Policy;
- (b) develop criteria for the selection of new Directors;
- (c) identify the desired expertise, skills, professional background and personal qualities that are sought in potential candidates;
- (d) identify and recommend individuals qualified and suitable to become directors, taking into consideration any identified gaps; and
- (e) maintain a list of suitable candidates for the Board.

#### **ARTICLE 5**

#### **EFFECTIVE DATE**

5.1 This Charter was **approved** and **adopted** by the Board on **March 1, 2021**.