



## **CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER**

### **1. OVERALL ROLE AND RESPONSIBILITY**

The corporate governance and compensation committee (the "**Committee**") is a committee of the Board of directors (the "**Board**").

The Committee has the general mandate to (i) consider and assess all issues that may affect the Corporation in the areas of corporate governance and compensation generally; (ii) recommend actions or measures to the Board to be taken in connection with the areas of corporate governance and compensation; and (iii) monitor the implementation and administration of such actions or measures, or of corporate policies and guidelines adopted by regulatory authorities or the Board with respect to the areas of corporate governance and compensation.

Corporate governance practices determine the process and structure used to manage and run the internal and commercial business of the Corporation with a view to preserving its financial and operational integrity, complying with all applicable rules in general and increasing its value to shareholders.

As regards corporate governance matters, the Committee is responsible for establishing practices which must be followed and should be in line with corporate governance rules and guidelines in effect from time to time by relevant authorities. The Committee is also responsible for recommending to the Board new candidates for directors and to assist the Board in the assessment of the performance of senior officers, of the Board and its committees and of individual directors.

The Committee also reviews, approves, and, if applicable, recommends to the Board the approval of compensation policies, programs and practices on matters of remuneration, succession planning, human resources recruitment, development, retention and performance evaluation programs are developed and implemented in conformity with the Corporation's objectives with the scope of attracting and retaining the best qualified management and employees.

### **2. MEMBERSHIP AND MEETINGS**

The Committee shall consist of three (3) directors appointed by the Board. The Committee shall be composed exclusively of independent directors and Committee members shall satisfy, as applicable, independence, experience and other requirements required or recommended by applicable laws and regulations including rules and guidelines of stock exchanges to which the Corporation is subject.

The Committee shall meet as often as required, but at least once a year. The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

### **3. STRUCTURE AND OPERATIONS**

Proceedings and meetings of the Committee are governed by the provisions of general by-laws relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this charter and the other provisions adopted by the Board in regards to committee composition and organization.

#### 4. SPECIFIC DUTIES

The following are the duties and responsibilities of the Committee:

##### ***Policies and Corporate Structure***

- **review** and make recommendations to the Board on (i) the Corporation's policies with respect to corporate governance and nomination matters, (ii) the adoption, if need be, of new corporate governance or nomination policies, practices, rules and procedures, and (iii) the general policies submitted by the Corporation's management in connection with corporate governance or nominations;
- **review annually** the Board's relationship with management and recommend to the Board, where necessary, limits on management's authority to act without explicit Board approval;
- **review** if needed the effectiveness of the Corporation's overall management organization structure and the chief executive officer's proposals for changes;
- **review and, if appropriate, approve** all material information with respect to corporate governance and nomination matters which are to be publicly disclosed, including the disclosure on such matters in the information circular for the solicitation of proxies for use at the annual shareholders meeting (the "**Information Circular**").

##### ***Board, Committees and Directors***

- **review annually** and make recommendations to the Board on the Board's committee structure;
- **review at least annually** and make recommendations to the Board on the guidelines for Board and committee composition, such as size and percentage of independent directors;
- **review annually** the competencies and skills the Board, as a whole, should possess and the skills, areas of expertise, background, independence and qualifications of Board members and make recommendations to the Board on criteria for the selection of new directors, as need be;
- **recommend** qualified candidates to the Board and recommend, in the Information Circular, nominees for election as directors by shareholders at the shareholders annual meeting. In making its recommendation, the Committee will consider (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess; and (iii) the competencies and skills each new nominee should bring to the boardroom;
- **review annually** and make recommendations to the Board on the composition of each committee and, as needed, committee members to fill vacancies;
- **make recommendations** in connection with the orientation and education of new Board members;
- **review annually** and make recommendations to the Board on the mandate of the Board, its responsibilities and objectives.

##### ***Personal Objective setting and Annual Performance Review***

- **review annually and recommend approval of the** corporate goals and objectives relevant to the Chief Executive Officer's ("**CEO**") compensation (base salary, short and long term incentives);

- **evaluate annually** the CEO's performance in light of those corporate goals and objectives; and
- **review annually** and, if appropriate, **recommend approval of the** individual annual objectives related to Officers' and Senior Management's bonus targets and their relative importance.

### ***Compensation Plans, Programs and Policies***

- In light of annual performance review, **recommend** to the Board the CEO's annual remuneration, including if warranted, salary increases, short and long term incentives and changes in benefits;
- **review annually** the CEO's proposal for compensation of Officers and Senior Management, (base salary, short and the long term incentives), and make recommendations to the Board on the adequacy thereof in order to ensure that the compensation reflects the responsibilities and risks involved in being an efficient Officer or Senior Manager;
- **review and recommend** to the Board the performance target goals (including the full performance range, e.g. threshold and maximum) for any incentive plan established at the start of each plan year or cycle; determine whether performance goals have been achieved at the end of each plan year or plan cycle;
- **review annually and make recommendations** on the adequacy and form of compensation of non- executive directors. with regard for such compensation in comparable companies;
- **review annually** and, if appropriate, **recommend approval** to the Board of the grants under the long term incentive plans of the Corporation and make recommendations to the Board in this respect;
- **review periodically and recommend** to the Board on the Corporation's remuneration and compensation policies, including short and long-term incentive compensation plans (equity-based plans, bonus plans, pension plans) and benefit plans (if any),
- **review** incentive plans and policies with reference to similar companies, as considered appropriate;
- **review and recommend approval annually of** the Compensation Discussion and Analysis disclosure in the Information Circular, including all other material information regarding compensation and benefit plans (such as employment agreements, stock option plans, options granted during the most recently completed financial year) to be publicly disclosed, and **review** the selection of a comparator group for benchmarking executive compensation where deemed appropriate or necessary; and
- **review annually and recommend** to the Board, the disclosure of Non-Executive Directors compensation for inclusion in the Circular.

### ***Human Resources Matters***

- **review and approve** any arrangements with the CEO, Officers and other key employees relating to employment terms, termination, severance, change in control or any similar arrangement;
- **review and recommend** to the Board appointments of Officers as required or recommended by Senior Management; and
- **review annually** the senior level organization structure and when necessary, make recommendations to the Board.

The Committee will address any other subject within the broad responsibility of the Committee as determined by the chairman of the Committee, and exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

## **5. CHARTER**

The Committee shall review and assess annually, or as otherwise determined by the Committee, the adequacy of this charter and recommend any changes to the Board for approval.

Original Approval Date:                      October 14, 2022

Approved by:                                      Board of Directors