



KARORA RESOURCES INC.

Title:	Corporate Governance and Nominating Committee Charter		
Prepared by:	Corporate Governance and Nominating Committee	Date reviewed:	last March 24, 2020
Approved by:	Board of Directors	Date approved:	March 24, 2020

1. PURPOSE

The Corporate Governance and Nominating Committee (the "**Committee**") of Karora Resources Inc. (the "**Corporation**") has been established by the Board of Directors of the Corporation (the "**Board**") for the purposes of assisting the Board in the Corporation's overall governance matters and shall assume responsibility for:

1.1 Governance

Developing and recommending to the Board, administering and monitoring compliance with, the corporate governance procedures, charters and policies of the Corporation, in addition to monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies.

1.2 Board Nomination

Assisting the Board with identifying and selecting individuals qualified to become Board members and recommending to the Board director nominees for election at the next annual meeting of shareholders.

1.3 Disclosure

Reviewing and approving corporate governance disclosure before the Corporation publicly discloses this information.

2. COMPOSITION

2.1 Members

The Committee shall consist of as many members as the Board shall determine, but in any event, not fewer than three (3) members. The Board shall appoint the members of the Committee annually. The Board may modify the membership of, or fill vacancies in the Committee by appointment from among the members of the Board.

2.2 Qualifications

Each member of the Committee shall be an independent director of the Corporation within the meaning of the National Instrument 52-110 – *Audit Committees*.

2.3 Chair

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

2.4 Removal and Replacement

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by election from among the Board. If, and whenever, a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains. If, and whenever, vacancies shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains or a Reduced Quorum (defined below) is present in respect of a specific Committee meeting.

3. OPERATIONS

3.1 Meetings

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least three (3) time per year.

3.2 Independent Meetings

The Committee members may meet independently, with only members of the Committee, following every meeting of the Committee, or more frequently, if necessary.

3.3 Quorum

Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, then, at the discretion of the members then present, the quorum for the adjourned meeting shall consist of the members then present (a "**Reduced Quorum**").

3.4 Notice

Committee meetings shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members which shall not be less than twenty-four (24) hours. The notice period may be waived by all members of the Committee.

The Chair or the Chief Executive Officer shall be entitled to request that any member of the Committee call a meeting.

3.5 Participation

Members may participate in a meeting of the Committee in person or by means of telephone, web conference or other communication equipment. The Committee may invite such other directors, officers and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

3.6 Agenda

The Chair of the Committee, with the assistance of the Corporate Secretary, shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review. The Committee will keep minutes of its meetings which shall be available for review by the Board. Except in exceptional circumstances, draft minutes of each meeting of the Committee shall be circulated to the Committee for review within 14 days following the date of each such meeting.

3.7 Voting

Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision.

3.8 Report to Board

The Committee shall report regularly to the entire Board. The Chair of the Committee shall prepare and deliver the report to the Board. The Committee's report by the Chair may be a verbal report delivered to the Board at a duly called Board meeting.

3.9 Assessment of Charter

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

4. CHAIR

4.1 The Chair should:

- 4.1.1 provide leadership to the Committee and oversee the functioning of the Committee;
- 4.1.2 chair meetings of the Committee (unless not present), including in-camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
- 4.1.3 ensure that the Committee meets at least three times per financial year of the Corporation, and otherwise as is considered advisable;
- 4.1.4 in consultation with the Chairman of the Board, the Lead Director of the Board (the "**Lead Director**"), if any, and the members of the Committee, establish dates for holding meetings of the Committee;
- 4.1.5 set the agenda for each meeting of the Committee with input from other members of the Committee, the Chairman of the Board, the Lead Director, if any, and any other appropriate individuals;
- 4.1.6 ensure that Committee materials are available to any director upon request;
- 4.1.7 act as a liaison, and maintain communication, with the Chairman of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- 4.1.8 report annually to the Board on the role, mandate, and effectiveness of the Committee, in respect of contributing to the objectives of the Board and the Corporation;
- 4.1.9 assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;
- 4.1.10 foster ethical and responsible decision making by the Committee;
- 4.1.11 oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- 4.1.12 ensure appropriate information is requested from the officers of the Corporation and is provided to the Committee to enable it to function effectively and comply with this mandate;
- 4.1.13 ensure that appropriate resources and expertise are available to the Committee;
- 4.1.14 ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with applicable laws;

- 4.1.15 facilitate effective communication between the members of the Committee and the officers of the Corporation;
- 4.1.16 attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee; and
- 4.1.17 perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

5. RESPONSIBILITIES

The Committee is responsible for making all determinations and taking all actions that are reasonably appropriate or necessary in the course of establishing the corporate governance procedures of the Corporation including:

5.1 Governance

- 5.1.1 Developing and recommending to the Board the corporate governance procedures and policies, code of business conduct and ethics and charters of the Corporation.
- 5.1.2 Annually, or as frequent as deemed necessary by the Committee, establishing and reviewing with the Board the appropriate skills and characteristics required of Board members.
- 5.1.3 Annually, or as frequent as deemed necessary by the Committee, reviewing with the Board, the current composition of the Board in light of the characteristics of independence, diversity, age, skills, experience and availability of service of its members and of anticipated needs as well as the composition of each committee.
- 5.1.4 Upon a significant change in a director's principal occupation, reviewing, as appropriate and in light of the then current Board policies, the continued Board membership of such director, having regard to, among other things, any actual or potential conflicts of interest.
- 5.1.5 Monitoring and advising the Board periodically with respect to significant developments in the law and practice of corporate governance and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.
- 5.1.6 Establishing criteria and processes for, and leading the Board in an annual performance evaluation of the Board, the Board's committees and of individual directors. The Chair of the Committee shall report to the Board following the annual evaluation process.
- 5.1.7 Monitoring compliance with the Corporation's corporate governance procedures and policies, Code of Business Conduct and Ethics and charters, including reviewing with the Corporate Secretary the adequacy and effectiveness of the Corporation's procedures to ensure proper compliance, and recommending amendments to the procedures, policies,

charters and Code of Business Conduct and Ethics to the Board as the Committee may deem appropriate.

- 5.1.8 Promoting a culture of integrity throughout the Corporation.
- 5.1.9 Coordinating with the CEO of the Corporation to make senior management and staff available to directors for any questions or information requests, and where and when appropriate making all sites and offices at which the Corporation and its subsidiaries carry on business available for visit and review (with senior management and staff present on request).
- 5.1.10 Taking all other steps appropriate or necessary for the efficient and effective operation of the Board

5.2 Board Nomination

- 5.2.1 Identifying and recommending (specifically the Chair of the Board along with the Lead Director, if appointed) to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the board, in accordance with the criteria, policies and principles set out in the Corporation's corporate governance policies and procedures and this Charter.
- 5.2.2 Reviewing candidates for the Board recommended by shareholders.
- 5.2.3 The Chair of the Committee, together with the Chair of the Board, extending invitations to join the Board to the selected candidates.
- 5.2.4 Providing each new director with a copy of the Corporation's Director Handbook containing information regarding, among other things, the Corporation's governing documents, code of business conduct and ethics, and charters, and making senior staff of the Corporation available to the new director for an orientation session covering the Corporation's operations and corporate structure.

5.3 Disclosure

- 5.3.1 Preparing an annual "Statement of Corporate Governance Practices" for inclusion in the Corporation's management information circular.

5.4 Risk Management

Establishing and overseeing a process under which the major risks faced by the Company are monitored and mitigated (as referenced in section 2.2 of the Company's Charter of the Board of Directors).

The foregoing list of duties is not exhaustive and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function.

6. AUTHORITY

6.1 Delegation

The Committee has the power to delegate its authority and duties to a subcommittee or individual members of the Committee, as it deems appropriate, provided that the subcommittee is comprised entirely of unrelated directors.

6.2 Advisors

The Committee has the authority to retain, and determine the fees of, independent legal counsel, executive search and employment consultants and other advisors in its sole discretion that it determines to be necessary to permit it to carry out its duties.