

<b>Title:</b>	Diversity and Inclusion Policy		
<b>Approved by:</b>	Board of Directors	<b>Date approved:</b>	March 11, 2022

## 1. PURPOSE & SCOPE

This Diversity Policy (the "**Policy**") was adopted by the board of the directors (the "**Board**") of Karora Resources Inc. (the "**Corporation**") to define the Corporation's policy with respect to diversity on the Board and in relation to those in senior management positions at the Corporation. The Corporation believes that decision-making is enhanced through diversity in the broadest sense. In the context of an effective board of directors, diversity includes expression of thought, business experience, skill sets and capabilities. Diversity also includes valuing an individual's race, colour, gender, age, religious belief, ethnicity, cultural background, economic circumstance, human capacity, and sexual orientation. Taken together, these diverse skills and backgrounds help to create a business environment that encourages a range of perspectives and fosters excellence in the creation of shareholder value.

The Corporation believes that diversity provides a competitive advantage and makes for better decisions, which create further value for shareholders. The Corporation supports and encourages diversity at all levels including the Board, the senior management team and throughout the organization. The Corporation is committed to ensuring that succession and talent management processes provide the necessary learning and development opportunities to develop the skills and experience necessary for employees to be considered for advancement to more senior roles, including the senior management team and the Board.

## 2. BOARD COMPOSITION & NOMINATING

The Corporation's Corporate Governance & Nominating Committee (the "**Committee**") reviews and assesses Board composition on behalf of the Board and recommends the appointment of new directors. In connection with this process, the Committee assesses the effectiveness of the Board as a whole, its committees and individual directors. The Committee considers the results of these assessments and the balance of skills, experience, independence and knowledge on the Board, diversity, how the Board works together as a unit, and other factors relevant to its effectiveness in making recommendations relating to Board appointments. The Corporation believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance and performance and effective decision-making.

In reviewing Board composition, the Committee considers the benefits of all aspects of diversity, including the designated groups specified under the *Canada Business Corporations Act* (women, visible minorities, persons with disabilities and aboriginal persons) (the "**Designated Groups**"), in order to enable the Board to discharge its duties and responsibilities effectively. Board appointment recommendations look to highly

qualified individuals based on their experience, education, expertise, personal qualities, and general business and sector specific knowledge.

In identifying suitable candidates for appointment to the Board, the Committee considers candidates on merit against objective criteria as described above and the Corporation's commitment regarding gender diversity described below.

### **3. GENDER DIVERSITY**

The Board is committed to ensuring that gender diversity is actively pursued and implemented. With this in mind, the Corporation has committed to having women make up at least 30% of the Board. The Corporation will disclose annually in its management information circular its progress towards achieving such target. Given this commitment, the Committee will actively seek women candidates during the director identification and selection process by reviewing information sources that profile women who are currently on or have an interest in serving on public Canadian boards and also by identifying qualified women in the mining industry. The Committee is responsible for assessing on an annual basis the Corporation's progress against this Policy's objectives.

### **4. SENIOR EXECUTIVE RECRUITMENT**

The Policy also covers senior executive appointments and requires the Chief Executive Officer of the Corporation to have reference to the policy in selecting and assessing candidates and in presenting recommendations to the Board regarding appointments to the senior executive team. The Policy requires the Board to also consider the benefits of all aspects of diversity, including the Designated Groups, and the objectives of the policy when considering those recommendations.

### **5. OTHER KARORA PERSONNEL**

In addition to senior executive appointments, diversity is an important consideration as the Corporation recruits other personnel at all levels of the organization. Having regard to the four "designated groups" (women, members of a visible minority, persons with a disability, and Aboriginal persons), the Corporation looks to hire highly qualified individuals at all levels of the organization based on their experience, education, expertise, personal qualities, and general business and sector specific knowledge.

The Board has reviewed and approved this Policy. The Committee is responsible for reviewing this Policy annually, updating this Policy as required and reporting to the Board with respect to this Policy from time to time.