

**Title:** Corporate Governance and Nominations Committee Charter

**Date of Last Revision:** November 9, 2022

**Review Cycle:** Annual

**A. PURPOSE AND SCOPE**

The primary responsibility of the Corporate Governance and Nominations Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of WildBrain Ltd. (the “**Company**”) in fulfilling its responsibilities by overseeing the Company’s corporate governance policies, making policy recommendations aimed at enhancing Board effectiveness, overseeing director nominations, and overseeing succession planning responsibilities of the Company. The Committee is also responsible for assisting the Board in its oversight of environment, social and governance (“**ESG**”) strategy, risk, planning and reporting.

**B. COMPOSITION**

The Committee shall be comprised of a minimum of three directors as appointed by the Board, all of whom shall be independent as determined in accordance with National Policy 58-201 – *Corporate Governance Guidelines* and the rules of any applicable stock exchange on which the Company’s securities are listed, including, but not limited to, the Toronto Stock Exchange (“**TSX**”) and shall otherwise meet any applicable independence and committee composition requirements under any applicable rules or regulations of applicable securities regulators and stock exchanges, including, but not limited to the TSX.

The members of the Committee (the “**Members**”) shall be elected by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. The Board may remove any Member from the Committee at any time with or without cause. The Board shall fill Committee vacancies by appointing a member of the Board. 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.

**C. MEETINGS**

1. A meeting of the Board may be convened by the Board or any Member who requests a meeting. Notice of every meeting shall be given to every Member.
2. Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two times per year.
3. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone or by email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting.

4. Members may attend all meetings either in person, videoconferencing or by telephone.
5. The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
6. A majority of Members will constitute a quorum for a meeting or for decisions of the Committee.
7. At each meeting, the Committee may appoint an individual to act as secretary for the meeting, who shall circulate the minutes of meetings of the Committee to members of the Committee.
8. The Committee shall approve and retain or cause to be retained minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all the members of the Committee.
9. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
10. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee.
11. The Committee should meet in camera without members of management in attendance for a portion of each meeting of the Committee.
12. In advance of every regular meeting of the Committee, the Chair, with the assistance of the secretary, should prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.
13. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
14. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director. In the event of a vacancy on the Committee, the remaining members may exercise all of the powers of the Committee, so long as a quorum remains.

## **D. RESPONSIBILITIES AND DUTIES**

The Committee shall have the followings responsibilities and duties:

### **1. Oversight of Corporate Governance Practices and Reporting**

In overseeing the Company's corporate governance policies, the Committee shall:

- conduct an annual review of the Company's corporate governance policies, this charter and the Company's compliance therewith and make recommendations aimed at enhancing Board and committee effectiveness;
- conduct an annual review of the Company's compliance with all applicable regulatory requirements relating to corporate governance;
- review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's management information circular;
- ensure appropriate structure, size, composition, mandate and membership of Board committees in conjunction with the relevant committee chair;
- propose agenda items and content for submissions to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance;
- conduct a periodic review of the relationship between management and the Board;
- Review, oversee and approve the Company's strategy and plans relating to ESG and any reports on ESG; and
- review and approve the Company's response to any applicable rules or regulations of applicable securities regulators and applicable stock exchanges on which the Company's Securities are listed, including, but not limited to, the TSX.

### **2. Management of Board and Committee Activities**

In managing the Board and the Committee's activities, the Committee shall:

- review annually the mandate of the Board and each committee charter and recommend amendments as it believes are necessary or desirable;
- make recommendations regarding Board meeting dates and agendas, committee meetings, the frequency and content of meetings, and the need for special meetings;
- determine annually which Board and committee members are considered to be independent in accordance with applicable independence requirements, including, but not limited to the rules of applicable stock exchanges on which the Company's Securities are listed, including, but not limited to, the TSX and applicable securities laws, and provide its determination and related analysis to the Board;
- ensure appropriate procedures are implemented to allow for effective communication between management and the Board, particularly with respect to the provision of information to directors in a timely manner; and
- recommend procedures to permit the Board to function independently of management, including procedures to permit the Board to meet on a regular basis without a member of management present and for independent members of the Board to meet in camera.

### 3. **Evaluation of Board Effectiveness**

In evaluating the effectiveness of the Board, the Committee shall:

- with the assistance of the Human Resources and Compensation Committee, annually review the (i) compensation strategy, policies and practices for the directors and (ii) amount and form of directors' compensation to ensure they are competitive and align the interests of directors, shareholders, and the Company as a whole;
- with the assistance of the Human Resources and Compensation Committee, make recommendations to the Board concerning the appropriate level of director compensation, taking into consideration the relative responsibilities of the directors in serving of the Board and its various committees;
- exercise oversight of the processes adopted by the Board for evaluating the overall performance and workings of the Board as a whole, and the performances of individual directors;
- ensure the conduct at least annually, of an evaluation of the effectiveness of the Board and its committees, and as appropriate, recommend to the Board changes to their structure and operations;
- consider the competencies and the skills that the Board as a whole should possess, and evaluate the Board against such criteria; and
- ensure the conduct, on an annual basis, of a self-evaluation of the effectiveness of individual directors.

### 4. **Recruitment and Education of Directors**

For the purposes of recruiting and educating the Company's directors, the Committee shall:

- identify, evaluate and recommend suitable candidates for nominees as directors having regard to the needs of the Company and its policies on Board diversity (including considerations around representation of women and other diversity groups on the Board) and renewal;
- establish criteria for election, re-election and retirement as a director;
- monitor progress with respect to increasing the representation of women and other diversity groups on the Board and in executive positions, including with respect to any goals or targets established by the Board in respect thereof; and
- be responsible for orientation of new directors and ongoing education of directors.

### 5. **Succession Planning**

With respect to succession planning, the Committee shall:

- assist the Human Resources and Compensation Committee on request with the development and periodic review of a succession plan for the Company's Chief Executive Officer; and
- identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications, and experience of the candidate, in each case, with particular attention to the level of representation of women and other diverse candidates, and make recommendations to the Board for consideration.

## 6. **Considerations in respect of New Directors**

Prior to nominating new directors, the Committee will:

- consider any director candidates recommended by the Company's shareholders under the procedures set forth in the *Canada Business Corporations Act*, the Company's by-laws and described in the Company's management information circular;
- consider what competencies and skills the Board, as a whole, should possess;
- consider the representation of women and other diversity groups on the Board;
- assess what competencies and skills each existing director possesses. The Board should be considered as a group, with each individual making his or her own contribution;
- consider the personality and other qualities of each director and how these may affect the boardroom dynamic;
- consider the competencies and skills each new nominee will bring to the boardroom;
- determine whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member; and
- determine the appropriate size of the Board for facilitating effective decision making.

## 7. **Skills Matrix**

The Committee will develop and maintain a director skills matrix that identifies the skills and expertise required for the Board along with potential areas for growth and improvement.

## 8. **Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees of the Company will be directed to cooperate as requested by Committee members.

The Committee has the authority to retain, at the Company's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

## 9. **Authority to Delegate**

The Committee may delegate any or all of its functions, responsibilities (including the authority to take action in relation to such responsibilities), to one or more subcommittees, to any of its Members or any sub-set thereof, or other persons, from time to time as the Committee may deem appropriate in its sole discretion to the extent permitted by applicable law.

## 10. **Other Duties**

The Committee shall:

- have the authority to, in its sole discretion, retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter, and the Committee shall set the

compensation and oversee the work of its outside counsel, the executive search firm and any other advisors;

- direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and
- perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

**11. Performance Evaluation**

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall further conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

**12. Departures from Charter**

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. The terms of this charter are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees, or other persons, or to any other liability whatsoever on their part.

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board, or the Company.

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