



Charter of the Governance Committee

Purpose

The purpose of this charter (the “**Charter**”) is to describe the principal duties and responsibilities of the governance committee (the “**Committee**”) of the board of directors (the “**Board**”) of the Canadian Mineral Industry Education Foundation (“**CMIEF**”). The Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities relating to the development and oversight of corporate governance practices within CMIEF to facilitate effective operation of the Board and its committees as well as good practices on the part of individual Board members. This Charter shall govern the operations of the Committee.

The Committee’s primary duties and responsibilities are:

- reviewing the performance of the chairs of the Board and its committees, and each member thereof;
- identifying individuals qualified to become Board members;
- reviewing the size, composition and structure of the Board and its committees; and
- assessing the development and implementation of policies related to good governance, business conduct, ethics, confidentiality of information and other matters.

Composition

The Committee shall be comprised of a minimum of two (2) and maximum of four (4) individuals as determined by the Board from time to time. Unless a chair is elected by the Board, the members of the Committee shall designate from amongst themselves by majority vote of the full Committee a member who shall serve as chair (the “**Chair**”).

Role and Responsibilities of the Committee

The Committee is responsible for:

- a) overseeing the development, implementation and compliance with CMIEF’s governance policies;
- b) assessing the effectiveness of the Board as a whole as well as discussing the contribution of individual members, with a formal evaluation of the Board to take place annually;
- c) assisting the Board and CMIEF in maximizing their capabilities, effectiveness and impact to achieve and fulfill the mission of the foundation;
- d) developing and recommending to the Board for approval corporate governance guidelines and principles applicable to CMIEF;



- e) assisting with the periodic review of the responsibilities of the Chair;
- f) reviewing, on a periodic basis, the size and composition of the Board, and making recommendations for adjustments as necessary;
- g) developing and recommending to the Board appropriate criteria for the selection of new directors;
- h) identifying individuals qualified to be nominated as members of the Board and recommending to the Board the appointment of any such director; and
- i) recommending annually to the Board the Chair of the committee from its members.
- j) Minutes from all meetings should be circulated and approved.

Chair of the Committee

The Chair of the Committee is responsible for overseeing the Committee and its responsibilities. The Chair's duties and responsibilities include:

- a) providing leadership to the Committee to enhance the Committee's effectiveness;
- b) chairing all meetings of the Committee in a manner that promotes meaningful discussion;
- c) ensuring that the agenda for each upcoming Committee meeting is circulated to each member in advance of such meeting to allow for sufficient time for each member to prepare for such meeting;
- d) ensuring there is proper flow of information and take steps necessary to ensure that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner; and
- e) conducting the affairs of the Committee in accordance with the authority delegated by the Board.

Reports to the Board

The Committee shall report periodically to the Board regarding Committee matters and/or the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

Meetings

The Committee will meet as required but shall meet at a minimum of at least one (1) time a year to fulfill its duties and responsibilities as necessary.

Review of Charter and Committee



The Committee will review and assess annually the adequacy of this Charter and the Committee's performance and recommend any proposed changes to the Board for consideration.

Dated: September 19, 2024

Approved by: Board of Directors