



CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

1. Purpose

To assist the Board in its responsibilities relating to reviewing the Corporation's operational compliance with applicable legal requirements and sound ethical standards, the Board has created a Corporate Governance & Nominating Committee (the "**Committee**"). The Committee is a committee of the Board of Directors (the "**Board**") of Ensign Minerals Inc. (the "**Corporation**"). For the purposes of this Charter, the term "Corporation" includes the Corporation and any of its subsidiaries, and the term "Management" means the senior executive officers of the Corporation. Its primary function is to assist the Board in fulfilling its oversight responsibilities by:

- Assessing the effectiveness of the Board as a whole as well as assessing the contribution of individual members;
- Determining whether directors are "independent", as such term is defined in National Instrument 52-110 *Audit Committees*;
- Assessing the Corporation's governance policies and practices;
- Proposing new nominees for appointment to the Board;
- Establishing and monitoring the Code of Conduct and Ethics; and
- Orienting new directors.

2. Committee Structure and Operations

The Committee will:

- Be composed of three members of the Board;
- Annually be appointed by, and its members shall be subject to removal by, the Board. The Committee's chairperson (the "**Chair**") will be designated by the Board. The Chair will chair all regular sessions of the Committee and set the agenda for Committee meetings. In the absence of the Chair, the Committee shall select a chair for that meeting;
- The Chair may invite to its meetings any director, officer, employee or contractor of the Corporation and such other persons as it deems appropriate to carry out its responsibilities;
- Meet not less than twice per year, either separately or in conjunction with each scheduled meeting of the Board, or more frequently as circumstances require;
- Have authority to form, and delegate its responsibilities to, subcommittees in its discretion, provided that any action approved by a subcommittee shall be subsequently reported to the Committee and subject to ratification by the Committee. The Chair shall prepare an agenda prior to each Committee meeting;

- With the approval of the Board, engage advisors it determines are necessary to carry out its duties. The Corporation shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment (a) of compensation to any advisors engaged by the Committee, and (b) of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;
- Be governed by the same rules regarding meetings as are applicable to the Board. The Committee will cause to be maintained adequate minutes of its proceedings and other records of its activities and shall regularly report to the Board concerning its activities.

3. Committee Authority and Responsibilities

The Committee will:

- Conduct an annual review and revision of this Charter as necessary with the approval of the Board;
- Review on a periodic basis, the size and composition of the Board and to review the directors' relationships with regard to potential conflicts of interest and to determine the independence of the members of the board. The Committee will be responsible for ensuring that an appropriate number of independent Directors sit on the Board;
- Facilitate the independent functioning and maintain an effective relationship between the Board and Management of the Corporation;
- Assess the effectiveness of the Chair's agenda and the quality of the engagement of the Board;
- Annually review performance and qualification of existing directors in connection with their re-election;
- Assess, at least annually, the effectiveness of the Board as a whole, committees of the Board and the contribution of individual directors, including making recommendations where appropriate that a sitting director be removed or not re-appointed;
- Review with the Board the Committee's judgment as to the quality of the Corporation's governance and suggest changes to the Corporation's governance practices as determined appropriate;
- Ensure that disclosure and securities compliance policies, including communications policies, are in place;
- Review and recommend requests by directors to hire an outside consultant;
- Establish qualifications for directors and procedures for identifying possible nominees who meet the criteria established by the Committee and the Board for new directors;
- Establish procedures and approve appropriate orientation and education program for new members of the Board;
- Analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs;

4. Meetings

- The Chair of the Committee will have the responsibility and authority for the conduct of Committee procedures and related information flow, consistent with current policies and protocols established by the Board;
- A portion of each meeting will be scheduled for independent sessions to allow for full and candid discussions without members of Management present;
- The Committee shall meet at least twice per annum or more frequently as circumstances require. The Committee may ask members of Management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum the Chair, may meet with the Corporation's external corporate counsel to discuss the Corporation's Committee policies and practices;
- A quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine that are present in person or by telephone conference. A resolution in writing signed by all the members of the Committee entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee;
- Meetings of the Committee shall be held from time to time as the Committee or the Chair of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

Approved by the Board on October 14, 2021