



Suite 1810 – 999 West Hastings Street | Vancouver, BC | V6C 2W2
TSX: ECS | OTCQX: ECSIF | FRA: ECO

NOMINATING, CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

PURPOSE

The purposes of the Nominating, Corporate Governance and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of **eCobalt Solutions Inc.** (the “**Corporation**”) are to

- (1) assist the Board by identifying individuals qualified to become Board members;
- (2) recommend individuals to the Board for nomination as members of the Board and its committees;
- (3) lead the Board in its annual review of the Board’s performance;
- (4) provide oversight of the corporate governance affairs of the Board and the Corporation, including consideration of the risk oversight responsibilities of the full Board and its committees. The Committee shall report to the Board on its activities on a regular basis and not less than once a year; and
- (5) determine and make recommendations to the Board of the Corporation regarding compensation and evaluation of the Corporation’s Chief Executive Officer and senior executives.

Committee Membership

The Committee shall consist of at least three members of the Board, all of whom shall be “independent” as that term is defined in National Instrument 58-101 - *Disclosure of Corporate Governance Practices*.

The initial members of the Committee shall be appointed by the Board. Candidates to fill

subsequent vacancies on the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. In the event of a tie vote on any issue, the Chair's vote shall decide the issue. The Committee shall meet in person or telephonically at least once per year at a time and place determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair of the Committee.

The Committee shall have access to such officers and employees of the Corporation and to such information respecting the Corporation and may engage independent compensation consultants at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration the qualifications for directors and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be

a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.

3. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Corporation and a director.
4. To administer the Corporation's Code of Business Conduct and Ethics, including receiving and reviewing reports on potential related person transactions, approving or disapproving such transactions, and reporting any approved transactions to the Board of Directors.
5. To identify Board members qualified to serve on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, (i) applicable law and stock exchange rules and (ii) the consistency of the candidate's experience with the goals of the committee and (iii) the interplay of the candidate's experience with the experience of other committee members.
6. To review and recommend, as appropriate, director orientation and continuing education programs for members of the Board.
7. To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
8. To report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
9. To prepare and issue the evaluation required under "Performance Evaluation" below.
10. To oversee and report annually to the Board its assessment of each Board Committee's performance evaluation process.

11. To develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, and to review those principles and, if the Committee deems appropriate, to recommend any changes to the Board for approval.
12. To review and make recommendations about the structure and functions of Board committees, after consultation with the respective committee chairs.
13. To review and advise the Board, in consultation with other Board committees as appropriate, with respect to any shareholder proposal received in connection with the Corporation's annual meeting of shareholders.
14. To report regularly to the Board, as the Committee deems appropriate.
15. To recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.
16. To exercise any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.
17. To recommend to the Board compensation policies and guidelines for senior executives of the Corporation.
18. To ensure that the Corporation has in place programs to attract and develop management of the highest calibre and a process to provide for the orderly succession of management.
19. To review, approve and recommend to the Board the appointment and compensation of, and the approval of the terms of employment of, the Chief Executive Officer and all other senior executives of the Corporation.
20. To review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and, in light of those goals and objectives, to evaluate performance and recommend to the Board the annual salary, bonus and other benefits, direct and indirect, of the Chief Executive Officer and to approve compensation for all other senior executives of the Corporation, after considering the recommendations of the Chief Executive Officer, all within the compensation policies and guidelines approved by the Board.

21. To implement and administer compensation policies approved by the Board concerning the following:
 - (a) executive compensation, contracts, stock plans or other incentive plans, including making recommendations to the Board regarding equity-based compensation and options; and
 - (b) proposed personnel changes involving officers reporting to the Chief Executive Officer.
22. To annually receive from the Chief Executive Officer recommendations concerning annual compensation policies and budgets, including stock options, for all senior executive officers.
23. To make a recommendation to the Board of Directors compensation to be awarded to the directors on an annual basis.
24. To report regularly to the Board on all of the Committee's activities and findings during that year.
25. To develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors within a reasonable period of time following each annual general meeting of shareholders.
26. To review executive compensation disclosure before the Corporation publicly discloses this information.

Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee

Subject to the approval of the Board, the Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of independent legal advisors, experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors, experts or consultants retained by the Committee.

Amended: May 8, 2018