

**URANIUM ROYALTY CORP.**  
**(THE "COMPANY")**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**(November 1, 2021,**  
**As amended August 29, 2023)**

**1. PURPOSE**

- 1.1. The nominating and corporate governance committee of the Company (the "**Committee**") is appointed by the board of directors of the Company (the "**Board**") to monitor the performance of the Board, to ensure that the Company observes good corporate governance practices and to nominate individuals qualified to become new Board members.
- 1.2. The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**2. COMPOSITION**

- 2.1. The Committee shall consist of no fewer than two members of the Board. Unless the Board otherwise determines, each of the members of the Committee shall at all times meet the independence requirements of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and Nasdaq Listing Rules.
- 2.2. The members of the Committee shall be appointed by the Board. The Committee members may be replaced by the Board, as the Board shall determine from time to time. There shall be a chair of the Committee, who shall be appointed by the Board.

**3. AUTHORITY AND RESPONSIBILITIES – NOMINATING ROLE**

- 3.1. The Committee shall aid in identifying individuals qualified to become Board members and, as required, recommend candidates to fill any Board vacancies or any newly created director positions. In recommending candidates to the Board or committees of the Board, the Committee shall consider such factors as it deems appropriate including potential conflicts of interest, professional experience, personal character, diversity, outside commitments (including service on other boards or committees), existing Board member competencies, and particular areas of expertise.
- 3.2. The Committee shall also provide, with the assistance of management, suitable programs for the orientation of new Board members and the continuing education of incumbent directors, to include, among other things, reviewing background material and strategic plans of the Company and meeting with senior management. The Committee shall annually review and, if appropriate, amend such programs.
- 3.3. The Committee shall annually review and, if appropriate, make recommendations regarding composition and appropriate size of the Board and also Committees of the Board.
- 3.4. The Committee shall annually evaluate the performance of the Company's senior management. The Committee shall conduct an annual review of succession planning and report its findings and recommendations to the Board including regarding the hiring, appointment and termination of officers, executives and other key employees.

- 3.5. The Committee may invite such directors, officers and employees of the Company or other advisors at it may see fit from time to time to attend meetings and assist in the discussion and consideration of the business of the Committee.
- 3.6. The Committee shall engage and compensate, at the Company's expense, any outside advisor that it determines to be necessary to permit it to carry out its duties.

#### **4. AUTHORITY AND RESPONSIBILITIES – CORPORATE GOVERNANCE ROLE**

- 4.1. The Committee shall annually identify principal business risks and recommend risk mitigation measures to, and assess risk management practices of, the Company.
- 4.2. The Committee shall annually review corporate governance practices and make recommendations to the Board.
- 4.3. The Committee shall annually review compliance with securities and corporate legislation and stock exchange policies.
- 4.4. The Committee shall ensure adherence to, and continuous improvement of, the Company's policies, procedures and practices as they relate to corporate governance.
- 4.5. The Committee shall supervise and evaluate the Company's Insider Trading Policy and procedures and report to the Board on any necessary or recommended changes to such procedures and the adoption of any additional procedures.
- 4.6. The Committee shall supervise and evaluate the Company's Code of Business Conduct and Ethics and report to the Board on any necessary or recommended changes to such code and the adoption of any additional procedures.
- 4.7. The Committee shall assist in the creation of a corporate culture and environment of integrity and accountability.
- 4.8. The Committee shall advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committees.
- 4.9. The Committee shall, on an annual basis, assess the effectiveness of the Board as whole, specific Board committees including the Committee, individual Board members and the Board Chair, and shall report such assessments to the Board.
- 4.10. The Committee shall take such other action with respect to corporate governance matters as may be delegated from time to time by the Board.

#### **5. SUBCOMMITTEES AND REPORTING TO THE BOARD**

- 5.1. The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

- 5.2. The Committee shall meet as often as it determines appropriate to carry out its responsibilities under this Committee Charter. The Committee shall report to the Board following each meeting and at such other times as the chair of the Committee may determine to be appropriate.
- 5.3. The minutes of all meetings of the Committee shall be made available for review by any member of the Board on request to the chair of the Committee.