



CHARTER OF THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE

The board of directors (the “**Board**”) of NexMetals Mining Corp. (the “**Company**”) has established a Corporate Governance & Nominating Committee (the “**Committee**”) whose membership, authority and responsibilities shall be as set out in this Charter, as it may be amended from time to time by the Board.

I. PURPOSE

The Committee’s 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 evaluating the contribution of individual members; assessing and improving the Company’s governance practices; proposing new nominees for appointment to the Board; and orientating new directors.

II. COMPOSITION

Following each annual meeting of shareholders of the Company, the Board shall appoint no fewer than three directors to the Committee (the “**Members**”), all of whom shall be "independent" within the meaning of applicable rules of securities regulatory authorities and stock exchanges and shall appoint one (or more) of the Members to chair (or co-chair) the Committee.

Generally, a director is considered to be ‘independent" if he or she has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgment.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience to contribute to the carrying out of the Committee’s responsibilities.

Members shall serve until the next annual meeting of shareholders of the Company or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board and may fill any vacancy in the Committee by appointment from among the directors of the Company.

III. MEETINGS

The Committee shall meet as frequently as is necessary to carry out its responsibilities, but at least twice annually. The Committee may ask members of management or others to attend meetings or to provide information as necessary.

The 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.

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 Member. The notice period may be waived by a quorum of the Committee. The Committee will record minutes of its meetings.

Each meeting will include an *in camera* session of the Committee without members of management present.

IV. RESPONSIBILITIES, DUTIES & POWERS

Corporate Governance

- Review, on a periodic basis, the size and composition of the Board and ensure that an appropriate number of independent directors sit on the Board.
- Facilitate the independent functioning of the Board and maintain an effective relationship between the Board and management of the Company.
- Assess the effectiveness of the Chairman of the Board and the quality of the engagement of the Board.
- Annually review the performance and qualification of existing directors in connection with their re-appointment.
- Assess, at least annually, the effectiveness of the Board as a whole, each committee of the Board and the contribution of individual directors, including making recommendations where appropriate that sitting directors be removed or not re-appointed.
- Keep up to date with regulatory requirements and other new developments in corporate governance and review the quality of the Company's governance practices and suggest changes, as determined appropriate, to the Board.
- Ensure that disclosure policies, including communications policies, are in place.
- Review the charters of other Board committees at least annually and, where necessary, recommend revisions thereto to be approved by each such committee and by the Board.

Nominating Function

- Identify the qualifications and skills necessary for members of the Board (as well as the skills and competences needed by the Board as a whole) and establish procedures for identifying possible nominees who meet these criteria (and who are likely to bring the skills and qualifications needed by the Board as a whole).
- Establish an appropriate review selection process for new nominees to the Board.
- Establish procedures and approve appropriate orientation and education programs for new members of the Board and establish and approve continuing education opportunities for all directors to ensure their knowledge and understanding of the Company's business remains current.
- Analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs.

Risk Management - The Committee shall assist the Board in fulfilling its risk oversight responsibilities by reviewing the Company's policies and programs relating to corporate governance with a view to identifying significant risks and ensuring that appropriate strategies are in place to manage such risks.

Committee Evaluation - The Committee shall review, at least annually, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary and shall any recommended amendments to this Charter to the Board for approval.

Reporting to the Board - The Committee Chair shall report regularly to the Board on Committee activities, findings and recommendations.

Access to Management & Information - The Committee will have full and free access to officers and employees of the Company and the Company's books and records.

Advisors - The Committee may engage and compensate any outside advisor that it determines to be necessary from time to time to carry out its responsibilities.

V. GENERAL

Notwithstanding the foregoing, and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Company's compliance with applicable laws or regulations.

The Committee is a committee of the Board and it is not and shall not be deemed to be an agent of the Company's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability of Committee members to securityholders of the Company or any other liability whatsoever.

Approved by the Board of Directors of the Company on April 9, 2026.