



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

A. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of Euro Sun Mining Inc. (the "Company") is to:

- (a) propose new members to the Board of Directors of the Company (the "Board"), establish criteria for Board membership, recommend composition of the Board and its committees and assess Directors' performance on an ongoing basis; and
- (b) provide a focus on corporate governance that will enhance corporate performance and ensure on behalf of the Board and shareholders of the Company that the Company's corporate governance system is effective in the discharge of its obligations to the Company's stakeholders.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Board shall appoint the members of the Committee and the Chair of the Committee each year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
2. The Committee shall consist of at least three members of the Board all of whom shall be independent as defined by the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including without limitation the securities commissions in each of the provinces and territories of Canada, and stock exchanges on which the Company's securities are listed, including without limitation the Toronto Stock Exchange and, if listed thereon, also including all and any rules, regulations or laws applicable by virtue of any listing of the Company's securities on any of the exchanges maintained by the London Stock Exchange plc., subject to any exemptions provided thereunder. The Chair of the Board shall be an ex-officio member of the Committee.
3. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
4. The Corporate Secretary of the Company shall be the Secretary of the Committee, unless otherwise determined by the Committee.
5. The Committee shall meet regularly each year on such dates and at such locations as the Chair of the Committee shall determine and may also meet at any other time or times on the call of the Chair of the Committee or any two of the other members.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee may also act by unanimous written consent of its members.

8. 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.
9. Notice of the time and place of every meeting shall be given in writing or by e-mail communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
10. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management, as necessary. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
11. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.
12. In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Company.
13. The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).
14. The Committee shall periodically assess its performance and review this charter and the calendar of activities, attached as Appendix A, and submit any recommended changes thereto for approval by the Board.

C. OUTSIDE CONSULTANTS AND ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.

D. DUTIES AND RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities as outlined in the "Purpose" section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee as outlined in the "Purpose" section of this charter.

The duties and responsibilities of the Committee shall be to:

1. Corporate Governance Duties

- (a) develop and monitor the Company's overall approach to corporate governance issues and, subject to approval by the Board, implement and administer a corporate governance system with emphasis on good corporate governance practices;

- (b) 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 committee;
- (d) report annually to the Company's shareholders on the Company's approach to corporate governance;
- (e) approve a position description for the Chair to assist with assessing his or her performance;
- (f) establish and administer a process for assessing the effectiveness of the Board as a whole, the committees of the Board, the Chair of the Board, the Committee Chairs and individual Directors;
- (g) review compliance with, issues arising from and consider any changes required or recommended to the Company's governance policies other than those policies specifically required to be reviewed by the Audit Committee, including without limitation, the Anti-Bribery, Anti-Corruption and Sanctions Compliance Policy, the Code of Business Conduct and Ethics (including any waivers therefrom), the Corporate Disclosure and Insider Trading Policy and the Board Diversity Policy.

2. Nominating Duties

- (a) recommend to the Board, annually, the members proposed for re-election to the Board and identify and recommend new nominees for the Board periodically;
- (b) recommend to the Board, annually, the assignment of members to the committees of the Board and the Chair for each committee;
- (c) consider the competencies and skills the Board should have and recommend Board composition, including a recommendation on the appropriate number of independent Directors; and
- (d) oversee the process for Director succession, including reviewing and assessing new candidates for appointment or nomination to the Board.

When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Committee will consider candidates on merit against objective criteria to ensure the Board has the skills, expertise, experience, and backgrounds necessary to provide effective oversight for the achievement of the Company's strategic objectives, having due regard to the benefits of diversity and the needs of the Board.

APPENDIX A

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE –
CALENDAR OF ACTIVITIES**

Description of Activity	March	June (post AGM)	August/ November	As Needed
<u>At each Meeting:</u> Approve minutes of last meeting	X	X	X	
In connection with the Annual Meeting of Shareholders: <ul style="list-style-type: none"> • Review Director independence and potential conflicts of interest • Recommend Director nominees to the Board • Review and approve governance-related disclosure for proxy circular, including corporate governance section and Director nominations section • Review shareholder proposals (if any) for Annual Meeting and recommend Board response 	X			
Review the Diversity of the Board	X			
Review report on Board, committee and Director evaluations including with respect to: <ul style="list-style-type: none"> • The role of and processes by which the Board and Committees fulfill their duties and obligations, and report to the Board any areas for improvement • Board composition and succession planning, including Board size, Director independence, required competencies and skills and criteria for Director nomination • Board Committee structure, purpose and operations 	X			
Review and approve any additional governance or disclosure requirements under applicable rules and regulations of the TSX, other stock exchanges the Company's securities are listed on and/or securities regulators	X			
Recommend to the Board the assignment of Committee members and Chairs		X		
Recommend to the Board the annual appointment of senior officers		X		
Review process for Board, Committee and Director evaluations			X	
Review of Committee charter and calendar of activities				X

Description of Activity	March	June (post AGM)	August/ November	As Needed
Review Environmental Social Governance (“ESG”) Policies relevant to the Committee: <ul style="list-style-type: none"> • Code of Business Conduct and Ethics • Anti-Bribery, Anti-Corruption and Sanctions Compliance Policy • Corporate Disclosure and Insider Trading Policy • Board Diversity Policy • Advance Notice Policy (as applicable) 				X
Consider any compliance issues with respect to the Company’s governance policies				X
Identify and recommend appointment of new Directors to the Board				X