

# CORPORATE GOVERNANCE COMMITTEE CHARTER

## PURPOSE

The Corporate Governance Committee is a committee of the Board of Directors (the “Board”) of C3 Metals Inc. (the “Company”). The mandate of the Corporate Governance Committee includes reviewing and developing specific matters of corporate governance as they may pertain to the Board, including the effectiveness of the Corporation’s system of corporate governance with respect to the discharge of the Corporation’s obligations to its shareholders, customers and employees, other stakeholders and the public and reporting and making- recommendations to the Board with respect thereto.

## COMPOSITION

1. The Committee shall be appointed by the Board annually and shall be comprised of a minimum of three directors. If an appointment of the members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed. The Board may at any time in its sole discretion fill a vacancy that occurs in the Committee and remove a member of the Committee.
2. A majority of the members of the Committee shall be a director whom the Board determines is independent, taking into accounts the applicable rules and regulations of securities regulatory authorities and/or stock exchanges.
3. In addition, each member of the Committee should possess skills and/or experience which are relevant to the mandate of the Committee and have a general familiarity of corporate governance practices.
4. The Chair of the Committee shall be designated by the Committee from among its members. The Chair shall serve as a liaison between members and senior management. If for any reason a Chair of the Committee is not appointed by the full Board, members of the Committee may designate a Chair of the Committee by majority vote of the full membership of the Committee.

## MEETINGS

5. The Committee will meet regularly at times necessary to perform the duties described herein in a timely manner, but not less than twice a year. Meetings may be held at any time deemed appropriate by the Committee.
6. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all things at such meetings shall be determined by the Chair of the Committee. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other communication equipment, given at least 48 hours prior to the time of the meeting provided that no notice of a meeting will be necessary if all of the members are present either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
7. At least two members of the Committee will constitute a quorum at each meeting.
8. The Committee will hold an in-camera session without any senior officers present when it deems such a session to be necessary or desirable.
9. The Committee will keep minutes of its meetings, which shall be available for review by the Board.
10. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.

11. The Committee may invite such directors, senior officers and other employees of the Company and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.
12. Any matter to be determined by the Committee will be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Any action of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) and any such action will be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
13. The Committee will report its determinations and recommendations to the Board.

## **RESOURCES AND AUTHORITY**

14. The Committee has the authority to:
  - (a) retain, at the expense of the Company, independent counsel and other experts or advisors as considered advisable to assist the Committee in carrying out its duties or to assist in the conduct of an investigation;
  - (b) determine and pay the compensation for any independent counsel and other experts or advisors retained by the Committee;
  - (c) conduct any investigation in the Company's business or affairs that it considers appropriate;
  - (d) request any senior officer, or outside counsel for the Company, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and

## **RESPONSIBILITIES**

15. Subject to the powers and duties of the Board, the Committee's responsibilities shall include, but not be limited to:
  - a. reviewing and developing specific matters of corporate governance as they may pertain to the Board, including the effectiveness of the Corporation's system of corporate governance with respect to the discharge of the Corporation's obligations to its shareholders, customers and employees, other stakeholders and the public and reporting and making- recommendations to the Board with respect thereto;
  - b. reviewing with the Chairman of the Board, on a regular basis but not less frequently than annually, the role and conduct of the Board and its committees and the methods and processes by which the Board of Directors fulfills its duties and responsibilities, including the number and content of meetings; an annual schedule of issues to be presented to the Board and its committees at their meetings; material which is to be provided to directors generally and with respect to meetings of the Board of Directors and its committees; resources available to directors; and the communication process between the Board of Directors and management;
  - c. assisting the Chairman of the Board in reviewing at least annually the composition, needs and performance of the Board of Directors, establishing the qualifications for members of the Board of Directors, determining the skills, expertise and experience required of directors and developing an appropriate succession plan for directors;
  - d. conducting a board effectiveness survey among all directors, and identifying and recommending suitable candidates for election to the Board of Directors or to fill vacancies between annual meetings;

- e. assisting the Chairman of the Board in establishing criteria for the selection of directors and procedures for identifying possible nominees who meet these criteria; retaining any search firm engaged to assist in identifying director candidates, and retaining outside counsel and any other advisors as deemed appropriate; approving related fees and retention terms;
- f. assisting the Chairman of the Board in reviewing and assessing the qualifications of persons proposed for appointment or election to the Board;
- g. submitting to the Board for consideration and decision, the names of persons to be nominated for election as directors at the annual meeting of shareholders, or to be appointed to fill vacancies between annual meetings;
- h. through the Chairman of the Board, approaching and securing confirmation of consents to act for persons approved by the Board either for appointment to the Board to fill vacancies or for nomination at the annual meeting;
- i. ensuring management develops an orientation and education program for new members of the Board of Directors and an education program for all members of the Board of Directors;
- j. implementing a system which enables an individual director or committee of directors to engage an outside adviser at the expense of the Corporation in appropriate circumstances;
- k. assisting the Disclosure Committee in establishing a communication and disclosure policy for the Corporation that addresses continuous and period disclosure, how the Corporation interacts with analysts and the public and how the Corporation can avoid selective disclosure;
- l. developing a code of business conduct and ethics that governs the Corporation and the behavior of its directors, officers and employees;
- m. developing a documents retention policy;
- n. developing a corporate governance practices policy;
- o. considering from time to time the appropriate size, composition and profile of the Board of Directors, and submitting recommendations for Board consideration and decision, taking account of the criteria for being a director of the Corporation;
- p. making recommendations relative to the composition of the various committees of the Board; reviewing and recommending committee slates annually and recommending additional committee members to fill vacancies as needed; and
- q. monitoring and reviewing all of the foregoing regularly and making changes to same as circumstances require.
- r. regularly assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors.
- s. reporting periodically to the Board on all matters and recommendations made by the Committee and at such other times and the Board may consider appropriate; and
- t. exercising such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time