

**SLANG WORLDWIDE INC.
(THE "CORPORATION")**

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. Policy Statement

It is the policy of the Corporation to establish and maintain a Nominating and Governance Committee (the "**Committee**") to assist the directors (individually a "**Director**" and collectively the "**Board**") of the Corporation in carrying out the Board's oversight responsibility for ensuring that the strategic direction of the Corporation is reviewed annually and that the Board and each of its committees carry out their respective functions in accordance with an appropriate process. The Committee is also responsible for assessing the effectiveness of the Board as a whole, each committee of the Board, and the contribution of each individual Director. The Committee is responsible for governance issues and for identifying, recruiting, nominating, endorsing, recommending the appointment of, and orienting, new Directors. The Committee shall also recommend corporate governance principles and best practices to the Board.

The Committee shall be provided with resources commensurate with the duties and responsibilities assigned to it by the Board including appropriate administrative support. The Committee shall have standing authority to retain special counsel or other experts, including search firms used to identify director candidates, and to determine the terms, costs and fees for such engagements, which fees and costs shall be borne by the Corporation. The Committee shall have unrestricted access to the Corporation's external auditors, is authorized to seek any information that it requires from any employee or contractor and all employees and contractors are directed to co-operate with any request made by the Committee.

2. Composition of Committee

- (a) The Committee shall be established by a resolution of the Board. The Committee shall consist of a minimum of three (3) Directors. The Board shall appoint the members of the Committee. The Board may appoint one member of the Committee to be the chair of the Committee (the "**Chair**"). The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee's powers so long as a quorum exists.
- (b) A majority of the members of the Committee shall be Directors who are independent within the meaning of National Instrument 58-101 (Disclosure of Corporate Governance Practices) and the rules of any stock exchange or market on which the Corporation's shares are listed or posted for trading (collectively, "**Applicable Governance Rules**"). In this charter, the term "independent" includes the meanings given to similar terms by Applicable Governance Rules, including the terms "non-executive", "outside" and "unrelated" to the extent such terms are applicable under Applicable Governance Rules.

- (c) If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall excuse himself or herself from any portion of a meeting at which such matter is discussed and shall not vote on such matter.

3. **Meetings of the Committee**

- (a) The Committee shall: (i) convene a minimum of twice each year at such time and place as may be requested by the Chair of the Committee, and (ii) convene whenever a meeting is requested by the Board, a member of the Committee, or the Chief Executive Officer of the Corporation (the “CEO”).
- (b) Each member of the Committee shall be given notice of each meeting of the Committee and each member of the Committee shall be entitled to attend each meeting of the Committee.
- (c) Notice of a meeting of the Committee shall:
 - (i) be in writing, which includes electronic communication facilities such as email;
 - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (iii) to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
 - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review, and, if necessary, approval of important matters by all members of the Committee.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to chair the meeting. In addition, the members of the Committee shall choose one of the persons present to be the secretary of the meeting.
- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by the chair and the secretary of the meeting. The Chair of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board.

4. **Duties and Responsibilities of the Committee Related to Corporate Governance Matters**

- (a) The Committee shall communicate with the Board on corporate governance matters and review and approve, as required, public or regulatory disclosure respecting the corporate governance practices of the Corporation as contained in Applicable Governance Rules.
- (b) The Committee shall oversee the Corporation's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Corporation's corporate governance framework.
- (c) The Committee shall review and discuss with management disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process; and recommend that this disclosure be included in the Corporation's management information circular.
- (d) The Committee shall develop, subject to approval by the Board, a process for regular assessment of effectiveness of the Board and its committees; and oversee the conduct of the assessment.
- (e) The Committee shall develop and oversee a Corporation orientation program for new directors and a continuing education program for current directors; and periodically review these programs and update them as necessary.
- (f) With respect to Board training and development, the Committee shall:
 - (i) consider and recommend training and development experiences for the Board as a whole;
 - (ii) consider and recommend individual training or development experiences for individual Directors based on specific identified needs;
 - (iii) monitor and assess the value of training programs and recommend changes; and
 - (iv) ensure the maintenance of records of Director participation in development activities.
- (g) The Committee shall annually determine whether a Director is independent.
- (h) The Committee shall review, approve and oversee any transactions or agreements in which a director or executive officer has a material interest.
- (i) The Committee shall ensure that on appointment to the Board, any independent Director receives a formal letter of appointment that sets out clearly what is expected of him or her as it relates to time commitment, committee service and involvement outside of Board meetings.

- (j) The Committee shall: (i) review on an ongoing basis the Corporation's policies and codes, including its Insider Trading Policy and Corporate Disclosure Policy, (ii) in consultation with the Audit Committee, review on an ongoing basis the Code of Business Conduct and Ethics, and (iii) recommend changes and/or actions required to address compliance issues with respect to any policy or code.
- (k) The Committee shall, on a regular basis, review the Corporation's compliance with Applicable Governance Rules, consider issues related to the development of the Corporation's approach to corporate governance and report to the Board regarding the same.

5. **Duties and Responsibilities of the Committee Related to Nominating Matters**

- (a) In the event of a vacancy occurring on the Board, however caused, the Committee shall recommend to the Board a person for appointment as a Director to fill the vacancy.
- (b) The Committee shall, based upon a consideration of his or her performance in office and any other factors considered relevant, recommend to the Board whether a Director should be nominated for election or re-election at any meeting of shareholders at which he or she is eligible to be elected a Director.
- (c) Notwithstanding subparagraphs (a) and (b) above, the Board may direct the Committee to give consideration to other nominations or may propose, appoint, elect or nominate any person to fill any vacancy on the Board or the Committee.
- (d) In the event of a vacancy occurring on a committee of the Board, however caused, the Committee shall recommend to the Board a person for appointment as a member to fill such vacancy.
- (e) The Committee shall review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.
- (f) The Committee shall regularly review and evaluate and make recommendations to the Board with regard to the size, composition and role of the Board and its committees (including the type of committees to be established) and the methods and processes by which the Board, committees and individual Directors fulfill their duties and responsibilities, including the methods and processes for evaluating Board, committee and individual Director effectiveness.
- (g) The Committee shall determine the qualifications, qualities, skills and other expertise required to be a director of the Corporation, and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for Director (the "**Director Criteria**"). In developing Director Criteria, the Committee should consider:
 - (i) the competencies and skill that the Board as a whole should possess;
 - (ii) the competencies and skills that each existing director possesses;

- (iii) the personality and other qualities of each director and how these affect boardroom dynamics; and
 - (iv) the appropriate size of the Board for facilitating effective decision making.
- (h) The Committee shall identify and consider candidates qualified to become members of the Board, including any candidates recommended by shareholders, having regard for the background, employment and qualifications of possible candidates, consistent with the Director Criteria. The Committee shall:
- (i) consider whether the candidate's competencies, skills and personal qualities are aligned with the Corporation's needs and any criteria for selecting new Directors established by the Board;
 - (ii) consider the Director Criteria;
 - (iii) consider the diversity of the board composition, including gender considerations; and
 - (iv) ensure the candidate understands the demands and expectations of a Director of the Corporation.
- (i) The Committee shall give full consideration to succession planning for the Directors and other senior executives of the Corporation.
- (j) The Committee shall consider and make recommendations to the Board concerning any matters relating to the continuation in office of any Director of the Corporation at any time including the suspension or termination of service of an executive Director as an employee of the Corporation subject to the provisions of the law and their service contract.
- (k) The Committee shall consider and make recommendations to the Board concerning the appointment of any Director to executive or other office other than to the position of Chair of the Board, the recommendation for which would be considered at a meeting of the Board, and shall consider such other matters as may be requested by the Board.

6. **Other Duties and Responsibilities of the Committee**

- (a) The Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Corporation and the market in which it operates.
- (b) The Committee shall keep under review the leadership needs of the Corporation, both executive and non-executive, with a view to ensuring the continued ability of the Corporation to compete effectively in the marketplace.

- (c) The Committee shall prepare a statement, for the purposes of the Corporation's disclosure obligations, about: its role and activities; the process used for appointments; the membership of the Committee; the number of Committee meetings held throughout the year and attendance at those meetings.
- (d) The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors.
- (e) The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.
- (f) The Committee shall make recommendations from time to time to the Board concerning such other matters, including matters related to nomination and corporate governance, as the Committee may deem appropriate or as may be referred to it from time to time by the Board.
- (g) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
- (h) The Committee shall assess, on an annual basis, the adequacy of this charter.

Approved by the Board on February 24, 2021 and revised May 8, 2023.