

MCFARLANE LAKE MINING LIMITED

MANDATE OF THE COMPENSATION, NOMINATION AND GOVERNANCE COMMITTEE

As approved by the Board of Directors of the Company (the “**Board**”) on 2022-04-04.

A. PURPOSE AND SCOPE

The primary function of the Compensation, Nomination and Governance Committee (the “**Committee**”) of the Board with respect to compensation matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) discharging the Board’s responsibilities relating to the compensation of the Company’s executive officers, (ii) administering the Company’s incentive compensation and stock option plans and (iii) assisting the Board with respect to management succession and development. The Committee shall review and make recommendations to the Board on an annual basis regarding (i) company-wide compensation programs and practices, (ii) all aspects of the remuneration of the Company’s executive officers and (iii) equity-based plans and any material amendments thereto (including increases in the number of securities available for grant as options or otherwise thereunder); and

The primary function of the Committee with respect to nomination and governance matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) advising the Board on corporate governance in general, (ii) identifying candidates to act as directors of the Company, (iii) recommending to the Board qualified candidates to nominate as a director of the Company, for consideration by the shareholders of the Company at the next annual meeting of shareholders, (iv) overseeing and assessing the functioning of the Board and the committees of the Board, and (v) developing and recommending to the Board, and overseeing the implementation and assessment of, effective corporate governance principles.

B. COMPOSITION AND MEETINGS

1. The Committee shall be comprised of a minimum of three members of the Board as appointed by the Board, each of whom shall meet any independence requirements of National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators, any exchange upon which securities of the Company are traded or any governmental or regulatory body exercising authority over the Company (each, a “**Regulatory Body**” and, collectively, the “**Regulatory Bodies**”). *(Neo requires majority independent)*
2. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee, but in no case shall a quorum be comprised of less than two members of the Committee, and the action of a majority of those present (or all members if only two members form the Committee), after determining a quorum, shall be the act of the Committee.
3. The members of the Committee shall be appointed by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly appointed and qualified or until their earlier death, resignation or removal. The Board may fill a vacancy in the membership of the Committee and may remove a member of the Committee at any time for any reason. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

4. The Board shall annually review the Committee's performance and the Committee shall undertake a self-assessment on an annual basis.
5. The Committee shall meet as necessary, but at least twice each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall hold executive sessions without management present at each Committee meeting.
6. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered, provided that the Chief Executive Officer ("CEO") and other executives may not be present during any voting or deliberations on compensation of the CEO or such other executives, respectively.
7. Meetings may be called by the Chair of the Committee or at the request of any member of the Committee or any member of the Board.
8. Ordinarily, meetings of the Committee should be convened with no less than seven days' notice having been given. In exceptional circumstances the requirement for notice may be waived subject to the formal consent of no less than the number of Committee members that constitutes a quorum of the Committee or instruction by a resolution of the Board.
9. The Committee shall report its actions to the members of the Board and the Corporate Secretary of the Company and keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company. The Chair shall be responsible for establishing or causing to be established the agenda for each Board meeting, and for ensuring that regular minutes of Board proceedings are kept and circulated on a timely basis for review and approval. Minutes of each meeting will be made available to the members of the Board and the Corporate Secretary of the Company.

C. RESPONSIBILITIES AND DUTIES

Compensation Matters

1. Review and assess the adequacy of this Mandate periodically as conditions dictate, but at least annually, to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend any modifications to this Mandate if and when appropriate to the Board for its approval.
2. At least annually, establish a Committee work plan for a period of not less than one year.
3. Periodically review and advise the Board (supported, in the discretion of the Committee, by internal or external experts) on (i) current trends in regional and industry-wide compensation practices and (ii) how the Company's compensation programs and practices compare to those of comparable companies in the industry.
4. Reviews and approves goals and objectives relevant to the Chief Executive Officer's compensation, evaluates the Chief Executive Officer's performance with respect to those goals and objectives and determines the Chief Executive Officer's compensation (both cash-based and equity-based).
5. Review and make recommendations to the Board regarding the terms and conditions, design, approval, implementation, administration and interpretation of the Company's compensation plans, including any equity-based compensation plans, and each amendment

thereof, all subject to final approval by the Board and take such actions in regard to such plans as may be required by the terms of the plan, provided that equity-based plans and material amendments to equity-based plans shall require shareholder approval as required under applicable laws, rules or regulations.

6. Establish, and review annually, share ownership guidelines for the executive officers of the Company as appropriate.
7. Determine the eligibility requirements applicable to participants in the Company's compensation plans as may be required by the terms of a plan, and evaluate the performance of each compensation plan, as required under applicable laws, rules or regulations.
8. At least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and make recommendations to the Board regarding the annual salary, bonus, stock options, and other benefits, direct and indirect, of the CEO.
9. At least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the executive officers, evaluate the performance of the Company's executive officers and make recommendations to the Board regarding the annual salary, bonus, stock options, and other benefits, direct and indirect, of the executive officers.
10. At least annually, review, in conjunction with the Audit Committee, incentive compensation arrangements to confirm they do not encourage inappropriate or unintended risk taking.
11. At least annually, review on a periodic basis the operation of the Company's executive compensation programs to determine whether they are properly coordinated and administered.
12. At least annually, review policies in the area of management perquisites.
13. Oversee management succession planning and make appropriate recommendations to the Board at least annually regarding the appointment and succession of the Company's executive officers.
14. Form and delegate authority to subcommittees where appropriate.
15. On a periodic basis, as determined necessary or advisable, retain the services of a compensation consultant. The Committee shall approve in advance any other work the consultant performs at the request of management and ensure compliance with the requirements established by Regulatory Bodies related to the retaining and using of such consultants.
16. Oversee the Company's compliance with any rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Company.
17. Review and discuss with management the Company's Statement of Executive Compensation, including the compensation discussion and analysis and the related executive compensation information, to be included in the Company's management information circular and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Company.

18. Perform such additional functions as shall be assigned to it by resolution of the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this Mandate.
19. Review, consider, and recommend to the Board (if deemed advisable) all employment, severance or change in control agreements with, and any special or supplemental benefits provided to, any executive officers or directors of the Company. The Committee will review the impact of any potential material transaction, such as a merger, acquisition, or spin-off, on the Company's compensation plans.

Nomination and Governance Matters

In respect of nomination and governance matters to fulfill its responsibilities and duties the Committee shall:

1. Review from time to time the size and composition of the Board.
2. Develop and review periodically standards to be applied in making determinations as to the independence of directors and the presence or absence of material relationships between a director and the Company.
3. Review annually the competencies, skills and personal qualities of directors in order to add value to the Company, in light of: (i) the opportunities and risks facing the Company, the Company's business and the Company's proposed business and growth strategy; and (ii) the need to ensure that a majority of the Board is comprised of individuals, each of whom is an "independent" director (as such term is defined under the requirements or guidelines for board service in applicable securities laws and the rules of any stock exchange on which the Company's securities are listed for trading); and in light of (i) and (ii) above, make recommendations for changes to the composition of the Board.
4. Establish processes for identification, interview and recommendation of suitable nominees for appointment to the Board as additional members or to succeed existing directors, having regard to the background, employment and qualifications of possible candidates. The Committee shall be guided by the following general principles in deciding upon such appointments: (i) the specific skill set required on the Board at a given time taking into account the skill sets of the remaining Board members; (ii) the academic and employment-related qualifications of the individual; (iii) relevant industry experience; and (iv) alignment with the philosophies of the Company, including a commitment to promote the implementation of the policies adopted by the Company; (v) the diversity of the board composition, including whether targets have been adopted for women, visible minorities, Aboriginal people and people with disabilities on the board or in executive officer positions.
5. Review at least annually the Company's approach to governance issues.
6. Oversee an orientation program to familiarize new directors with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the independent auditor.
7. Provide ongoing educational opportunities for all directors to enhance their skills as directors and to ensure that their knowledge and understanding of the Company's business remains current.

8. Annually review and make recommendations to the Board for changes to the mandate for the Board and the position descriptions for the chair of the Board and, if determined by the Committee, conduct annual surveys of directors with respect to their views on the effectiveness of the Board, the chair of the Board, each committee of the Board and its chair and the contribution of individual directors.

D. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

The Committee shall have unrestricted access to the Company's officers and employees. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek, retain and terminate accounting, legal, consulting or other expert advice from a source independent of management (collectively, "**advisors**"), at the expense of the Company, with notice to either the independent lead director of the Board or the non-executive Chair of the Board or the CEO of the Company, as deemed appropriate by the Committee. In furtherance of the foregoing, the Committee shall have the sole authority to retain and terminate such consultants or advisors to be used to assist in the evaluation of Chair of the Board, CEO or executive officer compensation and shall have the sole authority to approve such advisor's fees and other retention terms; provided that before selecting or receiving advice from any such advisor (other than an advisor subject to an exclusion under the listing rules of any applicable exchange upon which securities of the Company are traded), the Committee must take into consideration all factors relevant to the advisor's independence from management, including any factors required by applicable law and existing exchange listing rules.