

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Revised in 2023.

Approved and adopted by the Board of Directors on October 4, 2023



1. AUTHORITY

The Board of Directors (the “**Board**”) acts as the Corporate Governance and Nominating Committee (the “**Committee**”) of Goodfellow Inc. (the “**Company**”) which has the responsibilities described under the heading “Responsibilities”. In this view, the Board carries out these responsibilities relating to corporate governance, Board nominations and membership.

2. RESPONSIBILITIES

In carrying out its mandate and in addition to complying with legal responsibilities that may be attributed to it from time to time, the Board has the following responsibilities and obligations:

2.1. Corporate Governance and Board and Committee Matters

- Develop, review and make recommendations, and at least annually, with respect to the Company's corporate governance practices in consideration of applicable laws, regulations and best practices.
- Review, monitor and, where appropriate, provide recommendations on the Company's exposure to risks related to governance.
- Annually review the description of the Company's corporate governance practices to be included in the management information circular of the Company and any other disclosure documents.
- Annually review the size and composition of the Board and reach determinations as to the independence of directors, based on criteria established by applicable laws and regulations.
- Annually review the responsibility and the composition of the committees of the Board and, in this regard, make recommendations.
- Ensure proper management of the Company's Employee Pension Plan.
- Review any loan, advance, guarantee or significant benefit to be granted by the Company or any of its subsidiaries to any director, member of management or any person associated with a director or member of management.
- Rule on questions concerning conflicts of interest.
- Periodically review the policies, procedures and guidelines that fall within the Committee's mandate.

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- Periodically review the Code of Ethics of the Company and annually oversee its enforcement in accordance with applicable laws and regulations.
- Periodically review the rules of conduct respecting trading of securities of the Company, according to applicable laws and regulations.
- Develop appropriate measures for receiving comments from the Company's shareholders and stakeholders.

2.2. Nominations to the Board, Continuing Education and Performance Assessment

- Develop and supervise the process of selection and appointment of directors.
- Develop and update a matrix that identifies the competences, expertise and experience that the board as a whole should possess.
- Annually evaluate the skills, abilities, personal qualities, educational qualifications, professional experience and other attributes of the Board members and identify the needs of the Company to be fulfilled, if any.
- Recommend to the Board candidates for election at the shareholders' annual meeting of the Company or to be appointed between the annual meetings.
- Develop and periodically review the orientation and training program for new directors in order to familiarize them with the activities of the Company and its industry.
- Develop and periodically review the continuing education program for directors.
- Develop, periodically review and supervise the annual evaluation process of the performance of the Board, its committees and its directors, and review the result of such assessment.
- Develop, periodically review and supervise the application of the majority voting policy.

2.3. Other responsibilities

- Carry out any other duty related to the performance of its mandate, including, in particular, any investigations about matters related to its mandate.