

REVIVAL GOLD INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1.0 Purpose

The main purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Revival Gold Inc. (“**Revival Gold**” or the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities by:

- (a) providing a focus on corporate governance that will enhance Company performance;
- (b) establishing and supervising the process for identifying, recruiting, appointing and re-appointing individuals qualified to become Board and Board committee members, and making recommendations to the Board on such matters; and
- (c) assessing, developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to the Company’s corporate governance practices.

2.0 Composition

The Committee shall be comprised of three directors. Each Committee member shall:

- (a) meets the requirements of the laws governing the Company;
- (b) be an “independent director” in accordance with Section 2.1 of National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”); and
- (c) have a working familiarity and understanding of applicable corporate governance practices.

For purposes of subparagraph (b) above, the position of non-executive Chair of the Board is not considered to be an executive officer of the Company.

Committee members and the chair of the Committee (the “**Committee Chair**”) shall be appointed annually by the Board at the first Board meeting that is held after every annual general meeting of the Company’s shareholders. The Board may remove a Committee member at any time in its sole discretion by a resolution of the Board. A Committee member may resign at any time and will automatically cease to be a Committee member upon ceasing to be a member of the Board.

3.0 Meetings

The Committee shall meet at least once per calendar year, and as many additional times as the Committee deems necessary to carry out its duties effectively.

A majority of the members of the Committee shall constitute a quorum for any Committee meeting. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by unanimous written consent of the Committee members.

The Committee Chair shall preside at each Committee meeting. In the event the Committee Chair is unable to attend or chair a Committee meeting, the Committee will appoint a chair for that meeting from the other Committee members.

The Corporate Secretary of the Company, or such individual as appointed by the Committee, shall act as secretary for a Committee meeting (the “**Committee Secretary**”) and, upon receiving from any Committee member a request to convene a Committee meeting, shall arrange for such meeting to be held.

The Committee Chair, in consultation with the other Committee members, shall set the agenda of items to be addressed at each Committee meeting. The Committee Secretary shall ensure that the agenda and any supporting materials for each upcoming Committee meeting are circulated to each Committee member in advance of such meeting.

The Committee may invite such officers, directors and employees of the Company and other advisors as it may see fit from time to time to attend one or more Committee meetings and assist in the discussion and consideration of any matter. For purposes of performing their duties, members of the Committee shall, upon request, have immediate and full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the duties and responsibilities of the Committee with officers, directors and employees of the Company and with other advisors subject to appropriate confidentiality agreements being in place.

Unless otherwise provided herein or as directed by the Board, proceedings of the Committee shall be conducted in accordance with the rules applicable to meetings of the Board.

4.0 Duties and Responsibilities

Subject to the powers and duties of the Board and the Articles of the Company, the following responsibilities of the Board are delegated to the Committee:

- (a) Oversee the effective functioning of the Board in collaboration with the Chair of the Board.
- (b) Annually review the Board’s relationship with management to ensure the Board is able to, and in fact does, function independently of management.
- (c) Assess, at least annually, (i) the size, composition and operation of the Board to ensure effective decision making; and (ii) the size, composition and chairmen of all of the Committees of the Board.
- (d) Recommend to the Board nominees for election to the Board, as identified pursuant to the process set out in Section 5 hereof, considering the competencies and skills each nominee will bring to the Board.
- (e) Annually review the Board Mandate and Governance Guidelines and the charter of each Board committee and, with respect to governance considerations, recommend to the Board such amendments as the committee believes are necessary or desirable.
- (f) In conjunction with the Chair of the Board, recommend Board committee members and Board committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, each Board committee and make recommendations as required.
- (g) Oversee an annual performance evaluation of the Board and Board committees, including its own performance, and provide the results of such evaluations to the Board for its review.
- (h) With respect to service on boards of directors of unrelated corporations and/or non-profit organizations:

- (i) periodically consider whether there is a need to limit the number of outside boards on which individual members of the Board and executive officers and other senior managers (“**Senior Management**”) may participate; and
 - (ii) receive notice of proposed membership on an outside board by a member of the Board or Senior Management and have a right to reasonably object to such membership.
- (i) Review and recommend to the Board for approval any proposed changes to the Company’s Articles in relation to corporate governance matters.
 - (j) With regard to the Company’s Code of Business Conduct and Ethics (the “**Code**”):
 - (i) annually review and recommend to the Board any changes to the Code;
 - (ii) ensure that Senior Management has established a system to enforce the Code;
 - (iii) review actions taken to enforce compliance with the Code, including review of all proposed material related party transactions and situations involving potential or actual conflict of interest with any director or member of Senior Management;
 - (iv) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines; and
 - (v) ensure that any departures from the Code by a director or member of Senior Management that constitute a “material change” within the meaning of National Instrument 51-201 *Disclosure Standards*, are reported in a manner that fully meets regulatory requirements.
 - (k) Compare the Company’s corporate governance practices and policies against those recommended or required by any applicable regulator or stock exchange, ensure the Company meets all such requirements, and, where the Company’s practices differ from recommended practices, recommend to the Board whether any change in Company practices and policies should be made.
 - (l) Review and recommend to the Board for approval disclosure on corporate governance for inclusion in the Company’s annual management information circular and any other report that may be required or considered advisable.
 - (m) Oversee policies and practices relating to shareholder engagement with the Board.
 - (n) Perform such other duties as may be assigned to the Committee by the Board.

5.0 **Process for Nominating New Directors**

Prior to making any recommendation to the Board with respect to the appointment of a new director, or the re-appointment of an existing director, the Committee shall conduct the following process:

- (a) In connection with the proposed appointment of a new director, the Committee shall:
 - (i) recommend to the Board the necessary and desirable competencies and skills of Board candidates;
 - (ii) review the resumes of all director candidates to identify the candidates the Committee wishes to interview (the “**Short-Listed Candidates**”), with due consideration given to the experience, skills, background, diversity and independence of each candidate, applicable regulatory requirements and such

other criteria as may be established by the Board or the Committee from time to time;

- (iii) discuss the Short-Listed Candidates with the Chair of the Board and the Chief Executive Officer and obtain their view as to what skills and competencies would be beneficial to the Board in light of the Company's stage of development and strategic goals at the time;
 - (iv) interview the Short-Listed Candidates, and invite all directors of the Company to participate in such interviews should they wish to do so;
 - (v) conduct reference and background checks on the Short-Listed Candidates and identify in advance whether the Short-Listed Candidates would have to make any disclosures of concern in the *Personal Information Form* that a new insider of the Company would be required to file and clear with the TSX Venture Exchange; and
 - (vi) prior to making any recommendation to the Board, ensure that the candidate selected by the Committee from the Short-Listed Candidates is able to devote the time necessary to perform those duties and responsibilities.
- (b) In connection with the proposed re-appointment of an existing director, the Committee shall:
- (i) confirm whether an independent director continues to be considered an independent director in accordance with Section 2.1 of NP 58-201;
 - (ii) consider the attendance record of the director with respect to Board and Board committee meetings and assess whether the director is able to continue to dedicate the time necessary to perform his or her duties as a director;
 - (iii) consider the past performance of the director, the skills and competencies of the director in reference to the Company's stage of development and strategic goals at the time, and applicable regulatory requirements relating to directors;
 - (iv) confirm whether any circumstances relating to the director have changed such that the director would be disqualified from acting as a director of the Company pursuant to Section 124(2) of the *Business Corporations Act* (British Columbia);
 - (v) consider whether there has been a material change in the circumstances of any director's health or employment status, or whether there has been a material development involving a company with which the director is affiliated that may have a negative impact on the Company; and
 - (vi) consider such other criteria as may be established by the Board or the Committee from time to time.

6.0 Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to:

- (a) select, retain, terminate, set and approve the fees and other retention terms of special or independent counsel, accountants or other advisors, as it deems appropriate; and
- (b) obtain appropriate funding to pay, or approve the payment of, such approved fees, without seeking approval of the Board or Senior Management.

7.0 Accountability

The Committee Chair shall make periodic reports to the Board, as requested by the Board, on matters that are within the Committee's area of responsibility.

The Committee shall maintain minutes of its meetings with the Company's Corporate Secretary and shall provide an oral report to the Board at the next Board meeting that is held after a Committee meeting.

8.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated:	23 May 2019
Approved by:	Board of Directors
Re-approved:	24 October, 2019
Re-approved:	24 November, 2020
Re-approved:	23 November, 2021
Re-approved:	22 November, 2022
Re-approved:	21 November, 2023
Re-approved:	21 November, 2024