



## COMPENSATION & NOMINATION COMMITTEE CHARTER

At Novo, we embrace innovation to responsibly transform minerals for the benefit of our stakeholders.

### **Purpose**

To assist the Board in discharging its responsibilities relating to the following:

- The Company's compensation strategy and framework;
- As delegated by the Board, advising and recommending to the Board on the appointment of a CEO and executive chairperson;
- Review CEO and executive chairperson performance and assist with long-term goal setting;
- Monitoring of human resources, diversity, inclusion, compensation, talent management and performance review strategies, policies and practices;
- Board composition, diversity, induction and performance;
- Evaluation of the performance of the Board, its Committees and directors; and
- Succession planning for the Board and executive officers.

### **Duties and Responsibilities**

The Committee will:

1. Review the Company's compensation strategy and framework at least annually;
2. Oversee the appropriateness of the Company's risk framework and management systems, in conjunction with and as delegated by the Audit, Risk, and Corporate Governance Committee, in relation to compensation, performance, and retention risks and ensure material risks are identified and appropriate risk mitigation are in place;
3. As and when delegated by the Board, undertake a review of CEO and/or executive chairperson candidates, including advising on and recommending to the Board such appointments;
4. Review and recommend to the Board for its approval the structure and performance measures of any incentive plans, including equity, in which the Company's independent directors, executive officers, and, to the extent applicable, employees, participate;
5. Review the composition of the Company's board and committees as necessary, particularly with respect to:
  - a. skills, diversity, and experience;
  - b. tenure; and
  - c. independence, where applicable, pursuant to National Instrument 52-110 *Audit Committees*;
6. Develop criteria for selection of nominees for election to the Board and executive officer positions;
7. Develop succession plans for the directors, and oversee succession plans for executive officers;
8. Develop and oversee director development and continuing education programs;
9. Oversee preparation of the Company's public disclosure relating to Board election matters and director and executive compensation;
10. Develop processes to evaluate director, Board, and Board committee performance and make requisite recommendations to the Board based on the outcomes of such evaluation;
11. In relation to the CEO and executive chairperson, annually review and recommend approval to the Board of corporate goals and objectives, at least annually evaluate their performance against these goals, and recommend to the Board for its approval total remuneration packages, including termination packages;
12. in relation to non-CEO and non-executive chairperson executives, receive performance updates at least annually from the CEO and/or executive chairperson and review remuneration recommendations from the CEO and/or executive chairperson;
13. periodically review human resources, diversity, inclusion, compensation, talent management



and performance review strategies, policies and practices.

**Membership**

The Committee is appointed by the Board and must be comprised of at least three directors, one of whom acts as Chairperson of the Committee and all of whom must be independent as defined in Canadian National Instrument 52-110 *Audit Committees*.

**Authority**

The Committee is a review and advice committee with no decision-making authority and no delegated authority from the Board, except as expressly authorized by the Board through a formal Board action.

The Committee is authorized by the Board to liaise directly with the Company's resources, including management, and obtain external specialist or professional advice to the extent that it considers it necessary or appropriate for the Committee to discharge its duties and responsibilities. External remuneration consultants may be engaged by, and report directly to, the Committee.

**Meetings**

A majority of the Committee members will constitute a quorum. The Committee will meet as required but a minimum of four times a year. No Committee member shall participate in a review of their own individual performance, re-election, or independence. The Committee will report on its findings to the Board.

The executive chairperson, CEO, and Human Resources Representative will be invited to attend the meetings or parts thereof and will be required to prepare papers for relevant agenda items.

The Chairperson will prepare the meeting Agenda with the Company Secretary acting as secretariat for the committee.

Review Date: 17 June 2022