



DYNACOR GROUP INC.

CHARTER OF THE GOVERNANCE, NOMINATION & COMPENSATION COMMITTEE

(UPDATED AUGUST 2023)

The Board of Directors (the “**Board**”) of Dynacor Group Inc. (“**Dynacor**” or the “**Corporation**”) has established a Governance, Nomination and Compensation Committee (the “**Committee**”). The purpose, membership, operations, authority, responsibilities and specific duties of the Committee are described below.

1. PURPOSE

As regards corporate governance matters, the Committee is responsible for establishing practices which must be followed and should be in line with corporate governance rules and guidelines in effect from time to time by relevant authorities. The Committee is also responsible for recommending to the Board new candidates for directors and to assist the Board in the assessment of the performance and determination of appropriate compensation of the management team, of the Board and its standing committees and of individual directors.

2. MEMBERSHIP AND OPERATIONS

The Committee shall consist of a minimum of two directors appointed by the Board, and at least one member should also be a member of the Audit Committee.

The Committee shall be composed exclusively of independent directors and Committee members shall satisfy, as applicable, independence, experience and other requirements mandatory or recommended under applicable laws and regulations including rules and guidelines of stock exchanges to which the Corporation is subject.

Committee members serve until their successors are duly designated. Any member may be removed at any time by the Board. Any vacancy in the Committee occurring for any cause may be filled by the Board.

The Board appoints one of the independent directors as Committee chair. If the chair does not attend a meeting, the members choose a chair from among themselves to chair the meeting.

The Committee shall meet as often as required, but not less frequently than twice a year. The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The quorum at any meeting of the Committee is a majority of members in office (both members should the Committee consist of two members).

Proceedings and meetings of the Committee are governed by the provisions of the By-laws relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and the other provisions adopted by the Board regarding committee composition and organization.

The Committee may form and delegate authority to subcommittees when appropriate.

3. AUTHORITY

The Committee has the authority to retain, at the Corporation's expense, and terminate external consultants (including, without limitation, legal or other consultants and experts) to assist the Committee in fulfilling its responsibilities, including the authority to approve the fees and other terms of retention of such consultants without seeking approval of the Board or management.

4. SPECIFIC DUTIES AND RESPONSABILITIES

The specific duties and responsibilities of the Committee are as follows.

Corporate Governance

- Review and make recommendations to the Board on:
 - (i) the Corporation's governance framework and policies with respect to corporate governance, nomination and compensation matters; and
 - (ii) the adoption, if need be, of new corporate governance, nomination or compensation policies, practices, rules and procedures.
- Evaluate the performance of the Board and its different committees and recommend to the Board, if necessary, any changes that it deems necessary.
- Review annually and make recommendations to the Board on the Board's standing committee structure.
- Ensure that new Board members are fully informed of their responsibilities and the roles of the Board and its committees as well as the Corporation's activities.
- Review annually and make recommendations to the Board on the charters of the Board and its standing committees, their responsibilities and objectives.
- In collaboration with the Environment and Sustainability Committee, oversee environmental, sustainable and corporate governance ("ESG") expertise and education of the Board and the integration of specific ESG responsibilities at appropriate Board committees.

- Make recommendations in connection with the orientation and education of Board members and ensure that training courses that improve the Board's skillset are regularly offered to the Directors.
- Review and, if appropriate, approve all material information with respect to corporate governance, nomination and compensation matters which are to be publicly disclosed, including the disclosure on such matters in the management information circular for the solicitation of proxies for use at the annual or special shareholders' meeting (the "**Circular**").
- Review the Corporation's Code of Conduct periodically and ensures that it is in accordance with the Corporation's mission and objectives.
- Review annually the Corporation's outreach program with shareholders and other stakeholders on governance matters and review and advise the Board with respect to any shareholder proposals received in connection with the Corporation's annual and/or special meeting of shareholders.
- Review annually emerging corporate governance trends, best practices and regulatory developments applicable to the Corporation, and report and make recommendations to the Board regarding such developments, as appropriate.
- Monitor governance recommendations from proxy advisory groups.

Nomination

- Review annually the competencies and skills the Board, as a whole, should possess and the skills, areas of expertise, background, independence and qualifications of Board members and make recommendations to the Board on criteria for the selection of new directors, as need be.
- Undertakes the search process in order to identify possible candidates.
- Conduct an initial interview with each potential candidate and, after screening, conduct a second interview of such candidate in the presence of the CEO and the Chairman of the Board.
- Recommend qualified candidates to the Board and recommend, in the Circular, nominees for election as directors by shareholders at the annual meeting of shareholders. In making its recommendation, the Committee will consider:
 - (i) the advice and input received from members of the Board, management and other stakeholders, including shareholders;
 - (ii) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (iii) the competencies and skills that the Board considers each existing director to possess;

- (iv) the competencies and skills each new nominee should bring to the boardroom; and
- (v) diversity in the composition of the Board.
- Review annually and make recommendations to the Board on the composition of each standing committee and, as needed, on appointment of directors to fill any committee vacancy.
- Review and make recommendations to the Board on the appointment of the Chair of each standing committee of the Board, as well as on the description of responsibilities of Chair of committees.

Compensation

- In cooperation with the Chair of the Board and the Corporation's committees, establish the basis, including corporate goals and objectives, for the compensation package of the Chief Executive Officer ("CEO").
- Review and evaluate the CEO's performance in light of such basis and report the results of the evaluation to the Board.
- Recommend to the Board a suitable and appropriate compensation package for the CEO based on this evaluation, including with respect to long term and short-term incentives, annual bonuses as well as option awards.
- Make recommendations to the Board with respect to director compensation. Director compensation should be competitive and realistically reflect the risks and responsibilities that the directors assume.
- Review the report from the CEO on the compensation of the Chief Financial Officer ("CFO") as well as senior management in Canada and Peru, forward the report to the Board and make recommendations to the Board with respect to the compensation of the CFO and senior management in Canada and Peru.
- Review annually, or whenever the situation requires it, each of the components of the overall compensation policy regarding the directors and the officers and make recommendations to the Board with respect to compensation packages, incentive-compensation plans and equity-based plans.

Monitoring and Management

- Monitor the Corporation's governance structure, nomination and compensation policies and processes.
- Monitor compliance with (i) applicable laws and regulations regarding governance, including rules and guidelines of stock exchanges to which the Corporation is subject, (ii) the Corporation's Code of Conduct, and (iii) the Corporation's governance, nomination and compensation policies.

- Monitor compliance with independence criteria applicable to members of the Board, committee membership and transactions with non arm's length parties.
- Immediately report any material non-compliance or excessive risk, relative to the Corporation's risk management framework, to the Audit and Risk Management Committee of the Corporation.

The Committee will address any other subject within the broad responsibility of the Committee as determined by the Chair of the Committee, and exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

5. REPORTING

The Committee periodically reports to the Board on its activities and presents the minutes of all its meetings.

The Committee presents to the Board a summary of the main governance, nomination and compensation related risks to which the Corporation is exposed, at least annually.

6. REVIEW

The Committee shall review and assess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.