

NORTHISLE COPPER AND GOLD INC.

Corporate Governance, Compensation, and Nominating Committee Charter

The Board of Directors (the “**Board**”) of Northisle Copper and Gold Inc. (the “**Corporation**”) has established a Corporate Governance, Compensation and Nominating Committee (the “**Committee**”). The mandate, structure, membership, responsibilities and specific duties of the Committee are described below.

1. Mandate

The Committee’s mandate is to assist the Board in:

- establishing the Corporation’s corporate governance policies and practices;
- identifying individuals qualified to become members of the Board;
- reviewing the composition and performance of the Board and its committees; and
- overseeing compensation matters for Chief Executive Officer and senior management.

2. Committee Structure

The Committee and its Chairperson shall be appointed by the Board.

The Committee shall be comprised of a minimum of three directors. A majority of the Committee shall be independent including, the Chair.

Quorum for any meeting shall be two members.

The Committee shall have a minimum of two meetings per year. Additional meetings will be scheduled as considered necessary or appropriate.

Members of the Committee may be removed or replaced by the Board at any time, with or without cause.

A Committee member may resign at any time by providing notice in writing. Such resignation shall take effect upon receipt thereof or at any later time specified therein.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

3. Responsibilities

In discharging its mandate, the Committee’s responsibilities shall include the following:

- a. Review periodically, assess the effectiveness of, and make recommendations, if any, to the Board and to management on, the Corporation’s Corporate Governance Guidelines, policies and practices and any other issues related to corporate governance and related risks.
- b. Evaluate annually the functioning and effectiveness of the Board and its committees (including this Committee) and the contributions of the individual directors.
- c. Recommend nominees to fill vacancies on the Board. Develop criteria and procedures for the identification and recruitment of candidates for election as directors of the Corporation.

- d. Advise the Board in connection with succession planning in respect of senior management, in particular, the Chief Executive Officer.
- e. Evaluate periodically and make recommendations to the Board regarding the compensation and benefits for the Corporation's non-employee directors.
- f. Review annually the establishment and composition of the committees of the Board.
- g. Assess periodically the Corporation's directors and officer's liability insurance coverage.
- h. Make recommendations to the Board in relation to directors' orientation and continuing education program.
- i. Apprise the Board promptly of significant developments in the course of performing the above duties.
- j. Perform any other activities required by applicable law, rules or regulations, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate, consistent with its mandate and responsibilities.

4. Compensation Responsibilities

The independent members of the Committee shall be responsible for determining a framework for management compensation and within such framework, determine the remuneration package of the Chief Executive Officer including, where appropriate, bonuses, incentive payments, shares, share option grants and/or other equity incentives and confirm aspects of the individual remuneration packages of other members of senior management as recommended by the Chief Executive Officer including, where appropriate, incentive payments, shares, share option grants and/or other equity incentives.

APPROVED BY THE BOARD OF DIRECTORS EFFECTIVE AS OF MAY 11, 2021.