



Adopted: June 4, 2021

CHARTER OF THE ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE

1. Purpose and Duties

The purpose of the Environmental, Social, and Governance Committee (the “**ESG Committee**”) of GoviEx Uranium Inc. (the “**Company**”) is to support the Company’s on-going commitment to environmental, health and safety, corporate social responsibility, governance, sustainability, and other public policy matters relevant to the Company (collectively, “**ESG Matters**”). The duties of the ESG Committee are to assist the Company’s board of directors (the “**Board**”) and senior management in:

- a) setting the Company’s general strategy and direction relating to ESG Matters, as well as developing, and monitoring initiatives and policies at the Company based on that strategy;
- b) overseeing communications with employees, investors, and other stakeholders of the Company with respect to ESG Matters;
- c) monitoring and anticipating developments relating to, and improving the Company’s understanding of, ESG Matters;
- d) reporting to the Board current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detailing actions taken or recommended in relation to the same;
- e) overseeing and assisting management of the Company to create, at least annually, an ESG Report that will disclose policies, measure the Company’s ESG performance against key metrics and detail corrective actions of the Company relating to ESG Matters;
- f) raising salient issues about ESG Matters identified at the Company’s operations level to Board level; and
- g) ensuring the appropriate budgeted resources (human and financial) are allocated appropriately to address ESG Matters across the GoviEx assets.

Although the ESG Committee has the powers and responsibilities set forth in this Charter, the primary role of the ESG Committee is oversight. The members of the ESG Committee shall set policy and provide direction and shall not be responsible for implementation.

The Company has an existing Nominating and Corporate Governance Committee (the “**NCGC**”) that is responsible for corporate governance in general. The ESG Committee will focus on governance matters as they relate specifically to ESG Matters. Where there is an overlap on governance issues, the ESG Committee shall defer to the NCGC.



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2. Organization

The members of the ESG Committee will be nominated by the NCGC from time to time and appointed by the Board. The members of the ESG Committee shall include at least one member of the NCGC and, such other directors of the Company as the NCGC deems appropriate, taking into account, among other things, such person's expertise in relevant disciplines, including environmental, health, and safety, operations, legal, investor relations, government affairs, corporate governance, finance, human resources, and communications.

The ESG Committee shall initially be composed of 3 directors of the Company. A quorum for meetings shall be a simple majority of members present in person or via electronic means. If the number of members falls below 3, the NCGC shall nominate a new member for Board appointment to the ESG Committee. The NCGC shall appoint a member of the ESG Committee to act as its Chair. The Chair of the ESG Committee shall appoint a Secretary at each meeting to record minutes of the meeting. The Secretary does not have to be a member of the ESG Committee.

3. Meetings

Unless otherwise determined by the ESG Committee, the ESG Committee will meet at least quarterly. The ESG Committee may meet at such other times as necessary or appropriate to fulfill its duties and responsibilities. Members of the ESG Committee may participate in meetings through telephone or video conference or similar electronic communications by means of which all persons participating in the meeting can hear each other. The Chairperson of the ESG Committee, or his or her designee, is responsible for scheduling and setting the agenda for meetings.

Meetings shall be considered regularly constituted to conduct business if there is a quorum of members at the meeting and if notice of the meeting and a meeting agenda has been circulated to all members at least 48 hours before the time of the meeting.

The ESG Committee may invite guests including, officers and employees of the Company to attend the meetings to provide pertinent information and assist the ESG Committee as may be determined by the Chair. Guests may speak about matters before the meeting at the invitation of the Chair but may not vote.

Any decision made by the ESG Committee shall be determined by a simple majority vote of the members of the ESG Committee present at a meeting, or via a unanimous written consent resolution of the ESG Committee.

4. Access to Company Information

The Board authorizes the ESG Committee, within the extent of its responsibilities, to:

1. Have direct access to anyone within the Company;
2. Require any information needed from any employee;



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3. Access books and records of the Company, necessary for the execution of the ESG Committee's obligations; and
4. Ensure the attendance of employees and officers of the Company to ESG Committee meetings as may be deemed appropriate by the Chair.

5. Access to Management and Outside Advisors

The ESG Committee shall have the authority to select, engage and remunerate independent consulting firms, independent legal counsel and other advisers (collectively, "**Advisors**") of its choice to assist the ESG Committee in carrying out its duties. Prior to engagement of Advisors, the ESG Committee shall seek the approval of the Board for any related expenditures for such engagements. Upon Board approval, the Company will provide appropriate funding to compensate Advisors that the ESG Committee has chooses to engage.

In discharging its duties under this Charter, the ESG Committee may investigate any matter brought to its attention and will: have access to all Company books, records, facilities and personnel; may conduct meetings or interviews with any officer or employee of the Company, the Company's legal counsel, internal or external auditors and consultants; and invite any such persons to attend any part of any meeting of the ESG Committee with or without the presence of management.

6. Reporting Requirements

The ESG Committee shall report at least quarterly, and at such other times and in such manner as the Board may require, to the Board on the activities, proceedings and deliberations of the ESG Committee.

7. Annual Review and Assessment

The ESG Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The ESG Committee shall review its own performance annually and report same to the NCGC.

8. Remuneration

The members of the ESG Committee shall be entitled to receive such remuneration for acting as members of the ESG Committee as the Company's Human Resources and Compensation Committee may deem appropriate from time to time.

9. Statement of Values and Responsibilities

The ESG Committee shall be guided by the Company's Statement of Values and Responsibilities, as may be amended from time to time, when discharging its duties under this Charter.