



## **CHARTER OF THE COMPENSATION, GOVERNANCE AND NOMINATION COMMITTEE**

(Adopted by the Board of Directors, July 9, 2013; revised and reapproved December 15, 2016)

### **I. PURPOSE**

The Board of Directors (the "Board") of Noront Resources Ltd. ("Noront") has established a Compensation, Governance and Nomination Committee (the "Committee") to assist the Board in matters pertaining to: (i) the compensation, benefits and performance of the executive of Noront; (ii) recommendations with respect to the nomination of directors to the Board; (iii) overseeing and supervising any share purchase plan, share option plan, bonus participation plan, incentive compensation plan or other equity based plan; (iv) all matters of corporate governance, new director nominations, compensation, size and composition of the Board and committees of the Board.

### **II. COMPOSITION**

The Committee will be comprised of such number of the directors as the Board may from time to time determine. Each Committee member shall be an "independent director" as defined by applicable laws, including the requirements of National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110"), as such rules are revised, updated or replaced from time to time. Its members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders.

The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair for the Committee is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

### **III. RESPONSIBILITIES AND POWERS - *COMPENSATION***

- Reviewing and making recommendations to the Board with respect to Noront's overall compensation and benefits philosophies and programs including base salaries and incentives, bonuses or other performance incentives, stock options and/or restricted share rights. As part of its review process, the Committee will review peer group and other mining industry compensation data reported through surveys and other sources.
- Reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer ("CEO") and key executives on an annual basis. The contribution of each of the CEO and the key executives towards Noront's achievement of corporate goals and objectives for the previous financial year will form the basis for the Committee's recommendations concerning bonus or other performance recognition awards.

- Overseeing succession planning relating to the CEO and other key executives and making recommendations to the Board.
- Evaluating the performance of the CEO and other key executives, reviewing and making recommendations to the Board with respect to Noront's compensation and benefit programs for the CEO and other key executives including base salaries, bonuses or other performance incentives, stock options and/or restricted share rights. In recommending the CEO's salary, the Committee will take into consideration salaries paid to chief executive officers in the base metal exploration and mining industry.
- Reviewing and making recommendations to the Board with respect to the implementation or variation of any stock option or restricted share rights plan, share purchase plan, compensation and incentive plan and retirement plan. Further, the Committee will exercise the powers and authority, if any, delegated to it by the Board pursuant to the granting of equity related incentives in accordance with the terms of such plans and applicable laws and stock exchange rules.
- Reviewing disclosure respecting compensation paid to Noront's named executive officers included in the management information circular prepared for the annual general meeting of shareholders or any other public disclosure regarding such compensation.
- Engaging and compensating (for which Noront will provide appropriate funding) any outside advisor (including any independent compensation consultant) that the Committee determines to be necessary to permit it to carry out its duties.
- Assessing the independence of any advisor retained by the Committee and requiring that any other work performed by the advisor for Noront be subject to pre-approval by the Committee.
- Reviewing annually and recommend compensation and incentive programs for the Directors.

#### **IV. RESPONSIBILITIES AND POWERS - GOVERNANCE**

- Annually reviewing the charters of the Board and its committees and, after consulting with the members of each respective committee, recommending to the Board such amendments to those charters as the Committee believes necessary.
- Assisting the Chair of the Board in carrying out their responsibilities, including without limitation:

- Ensuring that the responsibilities of the Board are well understood by both the Board and management, and the boundaries between the Board and management responsibilities are clearly understood and respected;
  - Assessing the adequacy and timeline of the resources available to the Board (in particular timely and relevant information) necessary to support its work; and
  - Adopting procedures to enable the Board to conduct its work effectively and efficiently, including committee structure and composition, scheduling and management of meetings.
- Determining annually Noront's directors and officers insurance and indemnities and considering the adequacy of such coverage.
  - Reviewing and recommending to the Board, annually, disclosure respecting Noront's corporate governance practices to be included in Noront's public disclosure documents including the Charter of the Board of Directors.
  - Reviewing and making recommendations to the Board regarding minimum shareholding requirements for directors, and monitoring such shareholdings.
  - Evaluating the independence of the directors.
  - Annually evaluating the performance of the Board, each Committee and contribution of individual directors.
  - Engaging and compensating (for which Noront will provide appropriate funding) any outside advisor that the Committee determines to be necessary to permit it to carry out its duties.
  - Considering what competencies and skills the Board, as a whole should possess, analyzing what competencies and skills each existing director possesses and based on the foregoing, recommend to the Board candidates for director prior to their appointment or nomination by the Board.
  - Overseeing an appropriate selection process for new nominees to the Board, including responsibility for identifying individuals qualified to become Board members and making recommendations to the Board for nominees to be elected as directors.
  - Identify the Board's expectations for service as a director.
  - Approving an appropriate orientation and education program for new recruits to the Board.

**V. RESPONSIBILITIES AND POWERS - *NOMINATION***

- Recommending the appropriate size and composition of the Board.
- Developing criteria for selection of nominees for appointment or election the Board in the context of the Board's existing composition and structure.
- Making recommendations to the Board on the appointment and succession of directors, in light of the assessment of existing and required skills and competencies.
- Recommending to the Board the slate of nominee directors for presentation to each annual shareholders meeting.
- Identifying, assessing and enhancing director competencies.
- Developing a succession plan for the Board and regularly reviewing the plan.

**VI. MEETINGS**

Proceedings and meetings of the Committee will be governed by the provisions of General by-law relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this Charter and other provisions adopted by the Board in regards to committee composition and organization.