

Nominating & Corporate Governance Committee Charter

Goldmoney Inc

Excerpt from Section 4.2 of the Corporate Governance Manual.

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4.2 NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

4.2.1 Establishment of Nominating & Corporate Governance Committee

The Nominating & Corporate Governance Committee (the “Committee”) has been established by the Board of Directors of Goldmoney Inc. (“the Company”).

4.2.2 Composition and Appointment

The Committee shall be composed of not less than three directors.

All of the Committee’s members shall satisfy the applicable independence and experience requirements of the laws governing the Company, the applicable stock exchange(s) on which the Company’s securities are listed and the applicable securities regulatory authorities.

Members of the Committee shall be appointed or reappointed annually by the board of directors of the Company (the “Board”). Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

The Board or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, after the annual meeting of shareholders the Company a Chair from among their number. The Chair shall not be a current or former officer of the Company. Such Chair shall serve as a liaison between members and senior management.

4.2.3 Meetings of the Committee

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof, provided that:

- a) a quorum for meetings shall be at least two members;
- b) the Committee shall meet regularly, but not less than once a year;
- c) notice of the time and place of every meeting shall be given in writing or by

- telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting; and
- d) a resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Committee is valid as if it had been passed at a meeting of the Committee.

4.2.4 Duties and Responsibilities

The Committee shall:

- a) recommend suitable candidates as nominees for election or appointment as directors, and specify which of the following criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors form the basis of each recommendation:
- i. personal qualities and characteristics, accomplishments and reputation in the business community;
 - ii. current knowledge and contacts in the countries and/or communities in which the Company does business and in the Company's industry sectors or other industries relevant to the Company's business;
 - iii. ability and willingness to commit adequate time to Board and Committee matters, and to be responsive to the needs of the Company; and/or
 - iv. maintaining an appropriate level of equity in the Company to ensure proper alignment with its long-term interests;
- b) maintain an overview of the entire membership of the Board ensuring that qualifications required under any applicable laws are maintained including, in particular, the rules in relation to independent and non-independent directors, and advise the Chair on the disposition of a tender of resignation which a director is expected to offer when such director does not meet the eligibility rules under the conflict of interest guidelines, or when the credentials underlying the appointment of such director change;
- c) review annually the credentials of nominees for re-election to be named in the Company's management information circular considering:
- i. an evaluation of the effectiveness of the Board and the performance of each director;
 - ii. the continuing validity of the credentials underlying the appointment of each director; and
 - iii. (continuing compliance with the eligibility rules under the conflict of interest guidelines;
- d) whenever considered appropriate, direct the Chair to advise each candidate prior to his or her appointment of the credentials underlying the recommendation of such candidate's appointment;
- e) recommend to the Board, at the first Board meeting following the Company's annual meeting of shareholders, the allocation of Board members to each of the Board's committees and where a vacancy occurs at

- any time in the membership of any Board committee, recommend to the Board a member to fill such vacancy;
- f) have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve fees and other terms of the retention; and
- g) annually assess the performance of the Board, its committees and Board members and make recommendations to the Board.

The Committee shall monitor on a continuing basis, and whenever considered appropriate, shall make recommendations to the Board concerning, the corporate governance of the Company, including:

- a) review at least annually the corporate governance practices and recommend appropriate policies, practices and procedures;
- b) review at least annually the adequacy and effectiveness of the Board's governance policies and make appropriate recommendations for their improvement;
- c) review the corporate governance sections of the Company's management information circular distributed to shareholders, including the section entitled "Statement of Corporate Governance Practices" or a comparable section; and
- d) assess valid shareholder proposals as necessary for inclusion in the Company's management information circular, and make appropriate recommendations to the Board.

4.2.5 Authority and Funding

The Committee shall have the authority to inspect, either directly or through its duly appointed representatives, all of the relevant books, records and systems of the Company and to discuss with the officers and employees of the Company such books, records, systems and other matters considered appropriate.

The Committee may require attendance of any of the Company's officers or employees at Committee meetings as appropriate.

The Committee shall also have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes. The expenses related to such engagements, as well as the Committee's ordinary administrative expenses, shall be funded by the Company.

4.2.6 Committee Members

The Committee consists of three members, all of whom are independent. The members are: James Turk, Andres Finkielsztain and Stefan Wieler.

4.2.7 Charter Review

The Committee annually reviews and reassesses the adequacy of this Charter and will submit any recommended changes to the Board for approval.

4.2.8 Adoption

This Charter was adopted by the Board on April 29, 2015, and amended on April 15, 2016. The Board approved this Charter on June 8, 2018 and it was reapproved on June 15, 2022 and June 07, 2023.