



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Establishment of Committee

Committee

The Nominating and Corporate Governance Committee (the "**Committee**") is established by the Board of Directors (the "**Board**") of Tectonic Metals Inc. (the "**Company**") to assist the Board in fulfilling its responsibilities by evaluating, developing, and making recommendations with respect to implementing the process and structure used to supervise the business and affairs of the Company, with the objective of enhancing the Company's performance and shareholder value. The corporate governance process and structure define the allocation of authority to establish mechanisms for achieving accountability of the Board and management of the Company to the Company's shareholders and other stakeholders.

The Company shall make full and complete disclosure of its systems of corporate governance where appropriate in its disclosure documents.

Composition of Committee

The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three directors, provided that, unless otherwise determined by the Board, each member of the Committee shall be determined by the Board to be:

- (a) an independent director for the purposes of and pursuant to the Company's Corporate Governance Guidelines;
- (b) an "unrelated" and "independent" director as defined in and for the purposes of any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Company are from time to time listed; and
- (c) an "independent" director for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline or interpretation under such legislation.

Appointment of Committee Members

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. The members of the Committee shall be appointed annually at the time of each annual meeting of shareholders, and shall hold office until the next annual meeting, or until they are removed by the Board or until their successors are earlier appointed, or until they cease to be directors of the Company.

II. Committee Procedure

Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee and shall be filled by the Board if the membership of the Committee is fewer than three directors. The Board may remove and replace any member of the Committee.

Committee Chair

The Board upon recommendation of the Committee shall appoint a Chair (the "**Chair**") for the Committee. The Chair may be removed and replaced by the Board.

Absence of Chair

If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

Secretary of Committee

The Committee shall appoint a person to act as Secretary from time to time who need not be a director of the Company.

Regular Meetings

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least twice per year. The Committee at any time may, and at each regularly scheduled Committee meeting shall, meet without management present.

Special Meetings

The Chair, any two members of the Committee or the Chief Executive Officer of the Company may call a special meeting of the Committee.

Quorum

Two members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or by e-mail communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Agenda

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management of the Company. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

Delegation

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

Attendance of Officers at a Meeting

At the invitation of the Chair, one or more officers or employees of the Company may, and if required by the Committee shall, attend a meeting of the Committee.

Procedure, Records and Reporting

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

Outside Consultants or Advisors

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.

III. Mandate of Committee

Establishment and Review of Board of Directors Member Characteristics

The Committee shall:

- (a) establish and review with the Board the appropriate skills and characteristics required of members of the Board, taking into consideration the Board's short-term needs and long-term succession plans; and
- (b) develop, and annually update, a long-term plan for the Board's composition that takes into consideration the characteristics of independence, age, skills, experience and availability of service to the Company of its members, as well as the opportunities, risks, and strategic direction of the Company.

Evaluation, Identification and Recommendation of Nominees to Board of Directors

In consultation with the Chair of the Board, the Committee shall:

- (a) identify and recommend to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board in accordance with the Company's Corporate Governance Guidelines and this Charter;
- (b) evaluate candidates for the Board recommended by shareholders; and
- (c) report to the Board regularly on the status of these efforts.

Monitoring and Review of Board of Directors Member Education and Development

The Committee shall:

- (a) review, monitor and make recommendations regarding the initial orientation and education of new members of the Board, and the ongoing education of directors; and
- (b) upon a significant change in a director's principal occupation or upon a director assuming any significant outside commitments, review, as appropriate and in light of the then current Board policies as reflected in the Company's Corporate Governance Guidelines, the continued Board membership of such director.

Recommendation of Directors to Serve as Committee Members and Chairs

The Committee shall identify and recommend to the Board individual directors to serve as members and Chairs of the Audit Committee, the Compensation Committee, as well as the Nominating and Corporate Governance Committee itself.

Development of Corporate Governance Guidelines

The Committee shall develop and recommend to the Board for approval a set of Corporate Governance Guidelines for the Company. The Committee shall periodically review the Company's Corporate Governance Guidelines to determine whether the Guidelines remain appropriate for the Company and shall develop and recommend to the Board for approval any changes in the Guidelines that the Committee determines to be necessary or advisable. The Committee shall be responsible for the Company's response regarding compliance with the governance guidelines, recommendations or requirements of any applicable regulator or securities exchange.

Director Compensation

The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's directors, including equity and equity-based compensation, to ensure that director's compensation is appropriate, and adequately reflects the responsibilities of a directorship.

Board of Directors Guidelines, Policies, Procedures and Charter

In order to implement the Corporate Governance Guidelines of the Company, the Committee shall:

- (a) review periodically, for approval of the Board, a Board manual outlining the policies and procedures by which the Board will operate and the Terms of Reference and/or Charter for the Board and each committee of the Board and the position descriptions for the Chair of the Board, the chair of each committee of the Board, the Chief Executive Officer of the Company and individual directors;
- (b) review the Company's structures and procedures to ensure the Board is able to, and in fact does, function independently of management;
- (c) advise the Board regularly with respect to significant developments in the law and practice of corporate governance, as well as the compliance by the Company with its Corporate Governance Guidelines and applicable laws and regulations;
- (d) make recommendations to the Board on all matters of corporate governance, including any reports that may be required or considered advisable, and on any corrective action to be taken, as the Committee may deem appropriate; and
- (e) at the request of the Chair of the Board or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

Establishment and Implementation of Evaluation Processes

The Committee shall establish criteria for, and annually implement, an evaluation process for the Board, the Chair of the Board, each Committee, and individual directors in order to assess the effectiveness of the Board as a whole, the Chair of the Board, each Committee, and the contribution of individual directors.

Establishment of Procedure for Independent Counsel Engagement by a Committee or Director

The Committee shall ensure that there is a system that enables each committee and each director to engage separate independent counsel in appropriate circumstances, at the Company's expense, and be responsible for the ongoing administration of such a system.

Review of Disclosure

The Committee shall review those portions of the Company's annual disclosure documents containing significant information relating to matters within the Committee's mandate.

Review of Committee's Charter

The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

Non-Exhaustive List

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its responsibilities.

Effective Date

This Charter was implemented by the Board on September 17, 2019.