

## THE NORTH WEST COMPANY INC.

### GOVERNANCE AND NOMINATING COMMITTEE MANDATE

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of The North West Company Inc. (“North West”) has the oversight, responsibilities and specific duties described below.

#### 1. Purpose

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) the development and implementation of principles and systems for the management of corporate governance;
- (b) identifying qualified candidates and recommending nominees for director and Board committee appointments;
- (c) evaluations of the Board, Board committees, all individual directors, the Board Chair and committee Chair; and
- (d) the compensation, orientation and education for all directors;

all with a view to ensuring North West is implementing effective corporate governance practices relevant to an organization of North West’s size and complexity, and which will create and enhance long-term shareholder value.

#### 2. Committee Composition

- (a) The Committee will be comprised of a minimum of three directors who are “independent” directors (within the meaning of *National Instrument 58-101 – Disclosure of Corporate Governance Practices*). Any Committee member who, for any reason, is no longer independent immediately ceases to be a Committee member.
- (b) All Committee members will have a working familiarity with corporate governance practices.
- (c) Committee members will be appointed and removed by the Board. The Committee Chair will be appointed by the Board.

#### 3. Reports

The Committee shall report to the Board on a regular basis (typically following each Committee meeting), including prior to public disclosure by North West of its Management Information Circular. The Committee shall report to the Board on the activities, findings and any recommendations of the Committee.

#### 4. Responsibilities

Subject to the powers and duties of the Board, and with the requirement that the Committee provides timely summary reports to the Board on its activities, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

**A. Governance Leadership**

The Committee shall:

- (a) take a leadership role in developing North West's approach to corporate governance;
- (b) take a leadership role in developing, exercising oversight of, and monitoring North West's approach to ESG (environmental, social, governance) and climate change matters, including any ESG strategies and reporting;
- (c) regularly review and assess the performance of North West's corporate governance systems and standards and, in the Committee's discretion, recommend any changes to the Board for consideration;
- (d) establish appropriate structures and processes for the Board so that it can function independently of management;
- (e) oversee management's development of policies and practices related to shareholder engagement; and
- (f) take all reasonable steps to establish systems to verify compliance with all regulatory, corporate governance and disclosure requirements.

**B. Governance Documents**

The Committee shall:

- (a) on a regular basis, as the Committee decides, review North West's articles and by-laws, and, in the Committee's discretion, recommend any changes to the Board for consideration;
- (b) on a regular basis, as the Committee decides, review and assess the following mandates, policies and position descriptions, and as applicable, receive any comments from the applicable Board committee, and in the Committee's discretion, recommend any changes to the Board for consideration:
  - (i) Corporate Governance Policy;
  - (ii) Board Mandate;
  - (iii) Audit Committee Mandate;
  - (iv) Human Resources, Compensation and Pension Committee Mandate;
  - (v) Governance and Nominating Committee Mandate;
  - (vi) Board Chair Position Description;
  - (vii) CEO Position Description; and
  - (viii) Individual Director Mandate,

- (c) on a regular basis, as the Committee decides, review and assess the following policies, and in the Committee's discretion, recommend any changes to the Board for consideration:
  - (i) Whistleblower Policy;
  - (ii) Insider Trading Policy;
  - (iii) Confidential Information Policy;
  - (iv) Disclosure Policy; and
  - (v) Code of Business Conduct and Ethics.

**C. Disclosure**

The Committee shall:

- (a) annually review and recommend to the Board for approval, with the Human Resources, Compensation and Pension Committee's recommendations on the Compensation Discussion and Analysis, the Management Information Circular;
- (b) take all reasonable steps to provide that North West's governance practices be fully disclosed in the Management Information Circular; and
- (c) take all reasonable steps to provide that North West's governance documents be published on North West's website and are made available to any shareholder on request.

**D. Evaluations**

The Committee shall:

- (a) establish and implement procedures to evaluate the performance and effectiveness of the Board, Board committees, all individual directors, the Board Chair and committee Chairs, including individual director independence; and
- (b) monitor the quality of the relationship between management and the Board and individual directors and recommend improvements to the Board as necessary.

**E. Director Nominations and Resignations**

The Committee shall:

- (a) on a regular basis, as the Committee decides, assess the size, composition and operation of the Board to ensure effective decision-making and, in the Committee's discretion, make recommendations to the Board for consideration;
- (b) after consulting with the Board Chair and individual directors, annually review

and assess the size, composition and Chairs of all Board committees and the Board and, in the Committee's discretion, make recommendations to the Board for consideration;

- (c) periodically review successors for the Board Chair and the Board committee Chairs, and in the Committee's discretion, make recommendations to the Board for consideration;
- (d) identify and assess new candidates for appointment or nomination to the Board, including any nominee appropriately recommended by a shareholder. In order to ensure effective governance and to satisfy applicable law, the Committee shall consider (i) the competencies, skills and attributes the Board, as a whole, should possess, (ii) the competencies, skills and attributes of each existing director, (iii) the diversity of gender, indigenous heritage, persons with disabilities, visible minorities (and reporting on the foregoing as required by applicable law), nationality, geography, experience and other attributes possessed by the Board as a whole, and (iv) the performance, independence, competencies, skills, attributes, financial acumen, and the ability to devote sufficient time, for each candidate, and, in the Committee's discretion, make recommendations to the Board for consideration;
- (e) annually review and, in the Committee's discretion, recommend to the Board for consideration the individual directors proposed to be nominated for election at the next annual general meeting of shareholders, the appointment of such directors to specific committees of the Board, and the appointment of committee Chairs;
- (f) on a regular basis, as the Committee decides, review and recommend to the Board for consideration those individual directors to be designated as independent, and if an individual director is to be recommended for the appointment to the Audit Committee, determine if the director has the appropriate financial literacy under applicable law and is an audit financial expert;
- (g) review and assess North West's policies on tenure of individual directors, the Board Chair and committee Chairs and, in the Committee's discretion, recommend any changes to the Board for consideration;
- (h) review and assess North West's policies on attendance, and review any material change in the status or circumstance of an individual director which may affect his or her suitability as a director, and, in the Committee's discretion, make recommendations to the Board for consideration; and
- (j) review the circumstances that prevented a director from achieving the minimum attendance level and report to the Board.

## **F. Compensation**

The Committee shall regularly review the level and form of compensation of North West's directors, Board Chair and committee Chairs, considering peer practices and the duties and responsibilities of such directors and, in the Committee's discretion, recommend any changes to the Board for consideration.

**G. Risk Management**

The Committee shall:

- (a) ensure an adequate Director and Officer Liability Insurance Policy is in place for North West and its subsidiaries; and
- (b) regularly assess the risk management oversight responsibilities of the Board and each Board committee, as applicable, and recommend any changes to the Board for consideration.

**H. Share Ownership Policies**

The Committee shall periodically review the policy on share ownership for directors and, in the Committee's discretion, recommend any changes to the Board for consideration.

**I. Director Orientation / Education**

The Committee shall oversee the development, implementation and disclosure of the director orientation and education programs, including sessions on North West's business from management, and recommended educational opportunities to be made available to individual directors and paid for by North West.

**J. Conduct Review**

The Committee shall:

- (a) take all reasonable steps to oversee conduct review pursuant to the Code of Business Conduct and Ethics, and make any resulting enquiries the Committee decides are needed;
- (b) with the Board Chair, respond to potential conflict of interest situations;
- (c) pre-approve any related party transactions (as defined under International Financial Reporting Standards);
- (d) monitor compliance with the Insider Trading Policy, the Disclosure Policy, the Confidential Information Policy and the Whistle Blower Policy; and
- (e) respond to any whistleblower incidents as necessary.

**5. Structure**

- (a) The Board shall appoint one of the Committee members to act as Chair of the Committee.
- (b) The Committee will appoint the Corporate Secretary of North West as secretary of the Committee, who will keep minutes of all meetings. In absence of the Corporate Secretary, the Committee will appoint an acting secretary who will keep minutes of the meeting.
- (c) The Committee will meet as many times as is necessary to carry out its responsibilities

but in no event will the Committee meet less than quarterly each year. Meetings will be at the call of the Chair or any member of the Committee. The Committee may hold a meeting by telephonic or electronic conference call.

- (d) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum.
- (e) Any member of the Committee may be removed or replaced at any time by the Board or shall cease to be a member of the Committee as soon as such member ceases to be a director. Subject to the foregoing, each member of the Committee shall hold such office until the next annual general meeting of shareholders.
- (f) The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in North West's bylaws, or otherwise determined by resolution of the Board.
- (g) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

## **6. Chair of the Committee**

The Chair of the Committee (the "Chair") is responsible for the effective functioning of the Committee in accordance with the position description attached as Schedule "A" to this mandate.

## **7. Independent Advice**

- (a) In discharging its mandate, the Committee shall have the authority to (i) retain and receive advice from independent legal, accounting, or other advisors at the expense of North West, as required to fulfill its duties, and (ii) set and pay the compensation for such advisors.
- (b) In consultation with the Board Chair, the Committee shall retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual director as necessary.

## **8. Evaluations**

The Committee shall:

- (a) regularly review and assess the adequacy of its Mandate, and recommend any proposed changes to the Board for approval; and
- (b) administer regular performance evaluations, including (i) Board, director and Chair evaluations, (ii) director peer review evaluations, and (iii) director skill self-evaluations, the results of which will be reviewed by the Committee and the Board.

Approved by the Board of Directors effective December 9, 2025.

## **Schedule "A"**

### **Committee Chair Position Description**

#### **1. RESPONSIBILITY**

The Chair of the Committee leads the Committee in all aspects of its work and is responsible to effectively manage the affairs of the Committee and ensure that it is properly organized and functions efficiently.

#### **2. SPECIFIC DUTIES**

More specifically, the Chair of the Committee will:

##### **A. Leadership**

- a) Ensure that the responsibilities of the Committee, as set out in its mandate, are well understood by Committee members and are executed as effectively as possible.

##### **B. Committee Meetings**

- a) Ensure that the Committee meets at least four times annually and as many additional times as necessary to carry out its duties effectively;
- b) Ensure that all business required to come before the Committee is brought to a meeting in a timely manner;
- c) With the Corporate Secretary, collaborate with the Board Chair, CEO and others, as appropriate, to establish the agenda for each Committee meeting;
- d) Bring important issues forward to the Committee for consideration and resolution;
- e) Oversee the distribution of information to the Committee in a manageable form, sufficiently in advance of each Committee meeting;
- f) Chair Committee meetings and ensure that sufficient time is provided during Committee meetings to fully discuss agenda items, and that all business set out in the Committee agenda is brought to resolution as required;
- g) Encourage Committee members to ask questions and express viewpoints during meetings;
- h) Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus;
- i) Ensure that the Committee meets in camera at the end of every Committee meeting; and

- j) Ensure that the Committee meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.

**C. Committee / Management Relationships**

- a) In consultation with the Board Chair and the CEO, ensure that there is an effective relationship between management and the members of the Committee.

**D. Other**

- a) Carry out any other duties and responsibilities assigned by the Board; and
- b) Evaluate on a regular basis, as the Governance Committee decides, this Position Description and recommend updates to the Board for consideration.