

## SUNNIVA INC.

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE MANDATE**

#### **A. PURPOSE**

The corporate governance and nominating committee (the “CGNC”) of Sunniva Inc. (the “Corporation”) is responsible for ensuring the integrity of the corporate governance process, the performance of the board of the Corporation (the “Board”), the review of the contingency plan for management succession, identifying and recommending candidates to the Board, ensuring appropriate skill sets are maintained by the Board, and assessing the effectiveness of the individual directors in compliance with all applicable securities laws and regulations and exchange requirements.

#### **B. MEMBERSHIP AND REPORTING**

1. Unless otherwise determined by the Board, a majority of the members of the CGNC will be “independent” directors within the meaning of the applicable listing standards and securities law and the committee will have a minimum of three members.
2. Appointments and replacements to the CGNC will be made by the Board. The Board may remove the members of the CGNC, with or without cause. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added.
3. The CGNC may form and delegate authority to individual members or subcommittees if such authority may be lawfully delegated and it is deemed appropriate by the CGNC to carry out its duties.
4. The chair of the CGNC will be appointed the Board.
5. The CGNC will report to the Board, as it deems appropriate.

#### **C. TERMS OF REFERENCE**

1. The CGNC will meet, in person, telephonically or electronically, as required, at least annually, of which at least one meeting must be held prior to the annual general meeting of the Corporation.
2. No business may be transacted by the CGNC at a meeting unless a quorum is present. Two members of the CGNC shall constitute a quorum.
3. The CGNC will develop and revise as necessary, for the review of the Board, the Corporation’s approach to corporate governance issues.
4. The CGNC will establish systems to monitor for the Board the ongoing application of the corporate governance principles established by the CGNC and will, as necessary prepare and deliver to the Board a report on the Corporation’s approach to corporate governance.

5. The CGNC will establish systems to evaluate and evaluate the performance of the Board, its committees and individual members.
6. The CGNC will review the existence, terms of coverage and adequacy of directors' and officers' insurance maintained by the Corporation.
7. The CGNC will act as a forum for the concerns of individual directors, employees, or shareholders that may not be addressed at meetings of the Board.
8. The CGNC will ensure that the clear separation of the responsibilities of the Board, the committees of the Board, the Chief Executive Officer (the "CEO"), and the officers of the Corporation are defined and maintained.
9. The CGNC will ensure that a process is established for the orientation and education of new directors, to both the nature and operation of the Corporation's business and their responsibilities and duties as directors (including the contribution individual directors are expected to make and the commitment of time and resources that the Corporation expects from its directors).
10. The CGNC will ensure that the directors receive adequate information and continuing education opportunities on an on-going basis to enable them to maintain their skills and abilities as directors and to ensure their knowledge and understanding of the Corporation's business remains current.
11. The CGNC will identify, in consultation with the Board and the CEO, and recommend new directors with appropriate skills to the Board. The CGNC must consider whether a candidates so identified will be an independent director. In making its recommendations, the CGNC will also consider:
  - (a) the competencies and skills considered necessary for the Board as a whole to possess;
  - (b) the competencies and skills that each existing director possesses; and
  - (c) the competencies and skills each new nominee will bring to the Board.

In addition, the CGNC will consider whether each new nominee can devote sufficient time and resources to his or her duties as a member of the Board.
12. The CGNC will assess the "participation, contribution, and effectiveness" of the Chair and all other individual directors.
13. The CGNC, in consultation with the Board, will identify and recommend the CEO of the Corporation.
14. The CGNC will, as necessary, assist the CEO in selecting the senior management of the Corporation.

15. The CGNC will review and reassess the adequacy of this mandate from time to time, as appropriate.
16. The CGNC has the authority, to the extent it deems necessary or appropriate to permit the committee to carry out its duties, to retain outside legal or other advisors. The Corporation will provide appropriate funding, as determined by the CGNC, for payment of compensation to the advisors employed by the CGNC.
17. The CGNC will review the directors' and officers' insurance policy of the Corporation as necessary to ensure, among other things, that any payments made under the insurance policy are made in accordance with the policies of the Corporation.

Approved by the Board effective August 30, 2017