



SPROTT INC.

GOVERNANCE, SUSTAINABILITY AND NOMINATING COMMITTEE CHARTER

General

The board of directors (the "**Board**") of Sprott Inc. (the "**Corporation**") has delegated the responsibilities, authorities and duties described below to the governance, sustainability and nominating committee (the "**Committee**"). For the purpose of this charter, the term "Corporation" includes the Corporation and its subsidiaries.

The overall purpose of the Committee is to assist the Board (a) in maintaining high standards of corporate governance by developing, recommending and monitoring effective guidelines and procedures applicable to the Corporation; (b) adopting policies and management systems related to the Corporation's approach to sustainability that are relevant to its long-term viability, including those areas deemed to be material to the Corporation across a comprehensive set of environmental, social and governance factors; and (c) by establishing the process for identifying, recruiting, appointing and/or providing ongoing development for directors of the Corporation.

Members

1. The Committee will be comprised of a minimum of three directors, each of whom shall be, independent within independence standards established by the Board and all applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.
2. Members of the Committee shall be appointed annually by the Board at the first meeting of the Board *after* the annual general meeting of shareholders at which he or she is elected. Any member of the Committee may be removed or replaced at any time by the Board and shall serve until such member's successor is appointed, unless that member resigns or otherwise ceases to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than three directors.
3. The Chair of the Committee will be designated by the Board, on the recommendation of the Committee, or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership. The Chair of the Committee shall, among other things, have the following duties and responsibilities:
 - (a) overseeing the structure, effectiveness of the Committee, membership and activities delegated to the Committee;
 - (b) chairing meetings of the Committee and encouraging free and open discussion at such meetings, including encouraging members to ask questions and express viewpoints during meetings;
 - (c) scheduling and setting the agenda for meetings of the Committee with input from other members of the Committee, the Board and management as appropriate;
 - (d) facilitating the timely, accurate and proper flow of information to and from the Committee, including reporting periodically to the Board;

- (e) arranging sufficient time during meetings of the Committee to discuss agenda items;
- (f) taking reasonable steps to ensure the duties of the Committee are understood by members; and
- (g) carrying out such other duties as may reasonably be requested by the Board.

Meetings

4. The Committee will meet at least four times per year and meetings will be scheduled to facilitate the Committee carrying out its responsibilities. Additional meetings will be held as deemed necessary by the Chair of the Committee. The time at which and place where the meetings of the Committee shall be held and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee. The Committee shall have an in camera session without non-independent directors and management as a regular feature of each regularly scheduled meeting. Any director of the Corporation may request the Chair of the Committee to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such director, and may participate in such meeting to the extent permitted by the Chair of the Committee.
5. Meetings of the Committee shall be validly constituted if a majority of the members of the Committee is present in person or by tele- or video-conference. A resolution in writing signed by all the members of the Committee entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee duly called and held.
6. The Committee may invite such officers, directors, and employees of the Corporation as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.
7. The Committee shall submit the minutes of all meetings to the Board, and when requested to, shall discuss the matters discussed at each Committee meeting with the Board.

Committee Charter and Performance

8. This charter sets out the Committee's mandate and responsibilities, which the Committee shall review and assess the adequacy of and the effectiveness of the Committee at least annually and recommend changes to the Board for approval.
9. The Committee shall present to the Board the results of its evaluation. In conducting the review of the Committee's performance, the Committee shall address all matters that it deems relevant to its performance, including as applicable the following: the adequacy, appropriateness and quality of information and recommendations of the Committee to the Board, the manner in which they were discussed and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and informed matter.
10. Authority to make minor technical amendments to this charter is hereby delegated to the Corporation's corporate secretary, who will report any such amendments to the Board at its next meeting.

Committee Authority and Responsibilities

11. The Committee shall have the power and authority of the Board to perform the following duties and fulfill the following responsibilities:

Corporate Governance

- (a) Develop and recommend to the Board a set of corporate governance guidelines and procedures applicable to the Corporation. The Committee will annually reassess the corporate governance guidelines and procedures and recommend any necessary revisions to the Board.

- (b) Annually, together with the chairs of the other Committees, where appropriate, review the charters for the Board and Board committees which set out their mandates, duties and responsibilities. Recommend to the Board any amendments to such charters.
- (c) Make recommendations regarding the size and composition of the Board with a view to maintain the composition of the Board in a way which provides the best mix of skills, experience and diversity to guide the long-term strategy and ongoing business operations of the Corporation.
- (d) Review, as appropriate, corporate governance issues, trends and proposed, new or amended regulatory requirements.
- (e) Review and receive reports from management with respect to any irregularities reported pursuant to the Corporation's insider trading policy.

New Director Nominees

- (f) Establish and recommend to the Board qualification criteria for the selection of new directors to serve on the Board and annually review the appropriate experience, skills and characteristics required of each existing and new Board member.
- (g) Implement a procedure to reasonably identify, with as much advance notice as practicable, impending vacancies on the Board, so as to allow sufficient time for recruitment and introduction of proposed nominees to the existing members of the Board.
- (h) Work with the Chair of the Board to identify individuals qualified to become Board members, consistent with the Corporation's Diversity Policy and criteria approved by the Board including consideration of:
 - (i) the competencies and skills the Board considers to be necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Board considers each existing director to possess;
 - (iii) the competencies and skills each new nominee will bring to the boardroom; and
 - (iv) whether each nominee can devote sufficient time and resources to Board member duties with regard to their diversity.
- (i) Recommend to the Board the director nominees for the next annual meeting of shareholders consistent with the Corporation's Diversity Policy.

Director Positions and Committee Composition

- (j) Recommend to the Board the nominees for Chair of the Board and, if applicable, the lead director.
- (k) Recommend to the Board the appropriate committee structure of the Board and (a) annually review and recommend to the Board qualified members of the Board for membership on committees of the Board and chairs of such committees, and (b) recommend committee members to fill vacancies as needed.
- (l) Develop and recommend to the Board position descriptions for the Chair of the Board, the lead director, if applicable, and the chair of each Board committee.
- (m) Develop and recommend to the Board a description of the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings, minimum attendance expectations and advance review of meeting materials.

Director Education, Performance and Compensation

- (n) Approve an appropriate orientation and education program for directors and oversee the training and orientation of directors.
- (o) At intervals which the Committee considers appropriate, evaluate the performance of (i) individual directors, (ii) the Board and (iii) Board committees. The purpose of the evaluations is to assess and, where possible, increase the effectiveness of the Board and its committees. The Committee may make recommendations to the Board for improving the Board's effectiveness and shall discuss annually with the full Board its effectiveness.
- (p) Annually review and make recommendations to the Board regarding retainers and fees paid to members of the Board and in so doing, the Committee may take into consideration the relative responsibilities of members of the Board serving on committees of the Board.
- (q) Recommend the termination of board membership of individual directors when appropriate.

Sustainability

- (r) Periodically review and recommend to the members of the Board for approval significant policies and management systems with respect to matters of sustainability that are relevant to the long-term viability of the Corporation, including those areas deemed to be material to the Corporation across a comprehensive set of environmental, social and governance factors.
- (s) Oversee the implementation of, and, as appropriate, recommend to the Board changes to, such policies and management systems.
- (t) Monitor the Corporation's compliance with such policies and management systems.
- (u) Oversee the Corporation's corporate and investment-stewardship related general strategy, policies, resources and initiatives relating to sustainability matters and recommend and review the Corporation's sustainability goals, targets, risk management and frameworks as well as reviewing and approving, as appropriate, draft reports, plans, metrics and other disclosures to stakeholders.
- (v) Periodically review the risks, strengths and opportunities related to sustainability, including insurable risks, as well as potential, climate-related impacts to the Corporation and its operating environment.
- (w) Periodically review with management sustainability emergency response planning processes.
- (x) Periodically review and approve those portions of the Corporation's disclosure documents containing significant information relating to matters within the Committee's mandate.
- (y) Review the Corporation's engagement with shareholders and other stakeholders on governance and sustainability matters and consider shareholder proposals and proposed responses.
- (z) Periodically review the philanthropic programs of the Corporation and related policies and strategy.

General

- (aa) Provide regular reports of the Committee's activities to the Board.
 - (bb) At the request of the Board, investigate and report on such other matters as it considers necessary or appropriate in the circumstances.
12. In this charter, "diversity" refers to any characteristic that can be used to differentiate groups and people from one another. It includes, but is not limited to, characteristics such as gender, geographical representation, education, religion, ethnicity, race, nationality, culture, language, aboriginal or

indigenous status and other ethnic distinctions, sexual orientation, political affiliation, family and marital status, age, disability, and industry experience and expertise.

13. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Corporation.
14. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Authority to engage outside advisors

15. The Committee has the sole authority to engage, set the compensation for and oversee the work of outside advisors as it determines necessary to carry out its duties, including, but not limited to identifying and reviewing candidates to serve as directors and engaging consultants.
16. The Committee may retain consultants, outside counsel or any other advisors to the Committee only after taking into consideration, pursuant to the rules of the New York Stock Exchange, all factors enumerated therein relevant to that person's independence from management and such other factors as the Committee shall deem relevant. Nothing herein requires a consultant, legal counsel or other advisor to the Committee to be independent, only that the Committee consider the factors described above before selecting or receiving advice from a consultant, legal counsel or other advisor. The Committee may select or receive advice from any consultant, legal counsel or other advisor it prefers, including ones that are not independent, after considering the factors described above.
17. The Committee shall conduct the independence assessment with respect to any consultant, legal counsel or other advisor that provides advice to the Committee, except that, to the extent permitted by the rules of the New York Stock Exchange and applicable law, the Committee may determine not to conduct the independence assessment with respect to: (i) in-house legal counsel and (ii) any consultant, legal counsel or other advisor whose role is limited to the following activities: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees; or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the consultant, and about which the consultant does not provide advice.
18. The Corporation shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of (a) compensation to any advisors engaged by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
19. Nothing herein shall be construed: (a) to require the Committee to implement or act consistently with the advice or recommendations of the consultant, legal counsel or other advisor to the Committee; or (b) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

March 21, 2022