

D-WAVE QUANTUM INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of D-Wave Quantum Inc., a Delaware corporation (the “Company”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the securities exchange on which the Company’s securities are listed (the “Applicable Securities Exchange”), and any other applicable regulatory requirements.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chair shall be designated by the Board on the recommendation of the Nominating and Governance Committee or, if not so designated, the members of the Committee shall elect a chair by a vote of the majority of the full Committee.

III. Meetings

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. Meetings shall be called by the chair of the Committee or, if there is no chair, by a majority of the members of the Committee. Any member of the Committee may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

- 1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board.
- 2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process the Committee shall formally review each director’s continuation on the Board annually as part of the overall Board review process. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all

factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.

3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Periodically review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
5. Periodically review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of nonmanagement directors and executive sessions of independent directors.
6. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the requirements of the Applicable Securities Exchange or any other applicable regulatory requirements.
7. With the assistance of an independent compensation consultant, periodically review and recommend to the Board of Directors for approval the compensation of non-employee directors for their service to the Board of Directors, including the amount and type of compensation.
8. Periodically review and recommend to the Board of Directors stock ownership guidelines for non-employee directors and monitor compliance with such guidelines.
9. Develop and recommend to the Board for approval a Chief Executive Officer ("CEO") and executive officer succession plan (the "Succession Plan"), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems appropriate, review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.
10. Oversee the annual evaluation of the Board and its committees.
11. Develop and annually review the adequacy of the Company's corporate governance principles and guidelines and recommend to the Board any changes the Committee deems appropriate.
12. Oversee the Company's orientation programs for new directors and continuing education programs for directors.
13. Annually review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
14. Annually review and assess the adequacy of this Charter and recommend to the Board any changes deemed appropriate by the Committee.
15. Annually review its own performance.
16. Report regularly to the Board.

17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

V. Resources

The Committee shall have the authority, at its sole discretion, to retain and terminate compensation consultants, search firms to identify director candidates, independent legal counsel or any other advisors, consultants or professionals (collectively, the "Advisors") to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors.

The chair of the Committee, at the request of any member of the Committee, may request that any officer, employee or advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of (a) compensation to any Advisor retained to advise the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.