



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Lifezone Metals Limited (the “**Company**”) to assist the Board in oversight of, among other things:-

1. Board size, composition and structure;
2. identification, recommendation, recruitment and retention of high-quality Board members; and
3. an annual self-evaluation of the Board.

Committee Membership

The Committee shall consist of no fewer than two directors, absent a temporary vacancy. Except as otherwise permitted by applicable phase-in rules and under any exemptions, each Committee member shall be an “independent director”, as such term is defined in the New York Stock Exchange (“**NYSE**”) listing standards 303A.01 and 303A.02 and shall meet any additional requirements that the Board deems appropriate.

The members of the Committee shall be appointed by the Board. Committee members may be removed or replaced by the Board. Unless a chair of the Committee (the “**Chair**”) is elected by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee. The Chair shall be a member of the Committee and, if present, shall preside at each meeting of the Committee. He or she shall consult with senior management of the Company and shall perform such other duties as may from time to time be assigned to him or her by the Committee or the Board.

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees formed by members of the Committee as the Committee may from time to time deem appropriate, and such subcommittee must operate pursuant to its own charter.

Meetings

A majority of the members of the entire Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at the meeting at which a quorum is present.

The Committee shall meet as often as it determines, but not less frequently than annually.

The Committee may meet in person, by telephone conference call, by video conference call or by any other means permitted by law or the Company’s Amended and Restated Memorandum and Articles of Association, each as amended and in effect from time to time. Subject to the Company’s Amended and Restated Memorandum and Articles of Association, each as amended and in effect from time to time, the Committee may act by unanimous written consent of all members in lieu of a meeting.

The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee shall meet periodically with management in separate executive sessions. The Committee may request any officer or employee of the Company or the Company’s outside counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.

Committee Authority and Responsibilities

In addition to such other duties as the Board may from time to time assign, the Committee shall:-

1. Develop and recommend to the Board for approval the criteria and qualifications for membership on the Board, including the Board Candidate Guidelines, which include:
 - A. Whether the candidate is independent pursuant to the requirements of NYSE.
 - B. Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
 - C. Whether the candidate has the ability to read and understand basic financial statements. The Nominating and Corporate Governance Committee also will determine if a candidate satisfies the criteria for being an “audit committee financial expert,” as defined by the U.S. Securities and Exchange Commission.
 - D. Whether the candidate has relevant background and qualifications, including the following attributes and criteria, among others: independence; experience; skills; expertise; race; ethnicity; nationality; gender identity; sex; sexual orientation; cultural background; age; education; cultural background; personal and professional integrity; character; business judgment; time availability in light of other commitments; dedication; and conflicts of interest.
 - E. Whether the candidate has knowledge of the Company and issues affecting the Company, including, among other things, sustainability, environmental, health, safety, social and governance matters.
 - F. Whether the candidate is committed to enhancing shareholder value.
 - G. Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
 - H. Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment and to assume broad fiduciary responsibility.
 - I. Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
 - J. Whether the candidate has any interlocking relationships or conflicts of interest.
 - K. Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company.
 - L. Whether the candidate is able to suggest business opportunities to the Company.
2. Recruit, review, nominate and recommend candidates for election or re-election to the Board or to fill vacancies on the Board.
3. Review candidates proposed by shareholders and conduct appropriate inquiries into the background and qualifications of any such candidates.
4. Monitor and make recommendations regarding Board committee functions, contributions and composition.
5. prior to any Director or Officer of the Company taking on any third-party director, non-executive director or other officer role in addition to their role with the Company and its group of companies, to review and approve such role with a third-party. Before providing any such approval, and every 12 months thereafter in respect of any such third party roles, the Committee will consider whether the proposed role could conflict with the business of the Company, and/or with the individual’s role and responsibilities for the Company, and in this regard the Committee may undertake such due diligence on the third party entity as the Committee sees fit.

6. Review the composition of the Board as a whole and recommend to the Board any changes to size, composition or structure.
7. Evaluate, giving due consideration to applicable law and regulations, and recommend to the Board whether or not to accept a resignation from any director who changes his or her principal business affiliation.
8. Annually report to the Board on the components and amount of Board compensation (including benefits) in relation to other similarly situated companies.
9. Coordinate an annual self-evaluation of the Board.
10. Conduct an annual performance evaluation of the Committee. In conducting such review, the Committee shall evaluate and address all matters that the Committee considers relevant to its performance, including at least the following:
 - A. the adequacy, appropriateness and quality of the information received from management or others;
 - B. the manner in which the Committee's recommendations were discussed or debated;
 - C. whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner; and
 - D. whether this charter appropriately addresses the matters that are or should be within its scope.
11. Develop, review and reassess the adequacy of and make recommendations to the Board regarding the Company's Corporate Governance Guidelines, as well as recommend any proposed changes to the Board for approval.
12. Advise the Board periodically with regard to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any remedial action to be taken.
13. Retain one or more advisors, including search firms, compensation consultants, legal counsel or other advisors, to identify director candidates, assist with the review of director compensation or other matters. The Committee shall have the sole authority to retain and terminate any such advisor and to approve the advisor's fees and other retention terms. The Company will provide for reasonable appropriate funding, as determined by the Committee, for payment of any such investigations or studies and the compensation to any advisors retained by the Committee.

Shareholder Recommendations for Directors

Shareholders who wish to recommend to the Committee a candidate for election to the Board should send their letters to Lifezone Metals Limited at its principal executive offices, Attn: Group General Counsel. The Group General Counsel will promptly forward all such letters to the members of the Committee. Shareholders must follow certain procedures to recommend to the Committee candidates for election as directors.

In general, in order to provide sufficient time to enable the Committee to evaluate candidates recommended by shareholders in connection with selecting candidates for nomination in connection with the Company's annual meeting of shareholders, the Group General Counsel must receive the shareholder's recommendation no later than the close of business on the 90th day nor earlier than the 120th day before the anniversary date of the immediately preceding annual meeting of shareholders.

The recommendation must contain the following information about the candidate:

- A. Name;
- B. Age;
- C. Business and current residence addresses;
- D. Principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
- E. Educational background;
- F. Permission for the Company to conduct a background investigation, including the right to obtain education, employment and credit information;
- G. The number of ordinary shares of the Company owned beneficially or of record by the candidate;
- H. The information that would be required to be disclosed by the Company about the candidate under the rules of the U.S. Securities and Exchange Commission in an Annual Report on Form 20-F;
- I. A signed consent of the nominee to serve as a director of the Company, if elected.