



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Playmaker Capital Inc. (“**Playmaker**”).

Section 1 Purpose

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

- developing corporate governance guidelines and principles for Playmaker;
- identifying individuals qualified to be nominated as members of the Board;
- the structure and composition of Board committees; and
- evaluating the performance and effectiveness of the Board.

Section 2 Composition and Membership

- (a) The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Playmaker or until their successors are appointed. Any Member may be removed and replaced at any time by the Board and will automatically cease to be a Member if he or she ceases to meet the qualifications required of Members. The Board will fill vacancies on the Committee by appointment from among qualified directors of the Board. If a vacancy exists on the Committee, the remaining Members may exercise all of its powers so long as there is a quorum.
- (b) The Committee will consist of at least three directors. Each Member will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which Playmaker’s securities are listed, including section 1.4 of National Instrument 52-110 - Audit Committees. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.
- (c) All Committee Members will have a working familiarity with corporate governance practices.
- (d) The Board will appoint one of the Members to act as the chair of the Committee (the “**Chair**”), taking into account any recommendation that may be made by the Committee. The secretary of Playmaker (the “**Secretary**”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.

- (e) The Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

Section 3 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two (2) times per year. To the extent possible, advance notice of each meeting will be given to each Member unless all members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (e) To the extent possible, in advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Playmaker to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

Section 4 Exercise of Power between Meetings

Between meetings, the Chair or any Member designated for such purpose by the Committee may, if required in the circumstance, exercise any power delegated by the Committee on an interim basis. The Chair or other designated Member will promptly report to the other Members in any case in which this interim power is exercised.

Section 5 Duties and Responsibilities

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

5.1 Corporate Governance Documents

- (a) annually review Playmaker's Corporate Governance Guidelines, Board Mandate, Position Descriptions for the Chair and Chief Executive Officer, Committee Charters and principal corporate policies including Code of Business Conduct and Ethics, Corporate Disclosure Policy, Corporate Governance Guidelines, Foreign Corrupt Practices Policy, Insider Trading Policy, and Whistleblower Policy, if any and as applicable, and, in the Committee's discretion, recommend any changes to the Board for consideration;
- (b) annually (i) review and assess the size, composition and operation of the Board to ensure effective decision making; (ii) review and assess the size, composition and chairs of all of the Committees of the Board; (iii) identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate, and make recommendations to the Board for consideration;

5.2 *Nomination of Directors*

- (a) annually: (i) review and assess the size, composition and operation of the Board to ensure effective decision making; (ii) review and assess the size, composition and chairmen of all of the Committees of the Board; and (iii) identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate, and make recommendations to the Board for consideration;
- (b) prior to nominating new directors, first consider the obligations of the Company under any nominating rights agreements to which the Company is a party, and then:
 - (i) consider what competencies and skills the Board, as a whole, should possess;
 - (ii) assess what competencies and skills each existing director possesses. The Board should be considered as a group, with each individual making his or her own contribution. Attention should also be paid to the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic;
 - (iii) consider the competencies and skills each new nominee will bring to the boardroom;
 - (iv) consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;
- (c) recommend to the Board the necessary and desirable competencies of directors;
- (d) identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual meeting of shareholders;
- (e) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

Section 6 Reporting

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

Section 7 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding Playmaker that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Playmaker's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities (including executive search firms to assist the Committee in identifying director candidates), including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

Section 8 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. The terms of this Charter are not intended to give rise to civil liability on the part of Playmaker or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

Dated:	June 10, 2021
Approved by:	Corporate Governance and Nominating Committee Board of Directors