# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

# OF

# URANIUM ROYALTY CORP.

This Nominating and Corporate Governance Committee Charter (this "***Charter***") sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Uranium Royalty Corp. (the "***Company***") and establishes the authority and responsibilities delegated to it by the Board.

## 1. Purpose

The purpose of the Committee is to (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board or to serve on the Board in the case of a vacancy, in accordance with Rule 5605(e) of the Nasdaq Listing Rules, (ii) recommend to the Board the members for each Board committee, (iii) periodically review and assess the Company's Code of Ethics and Business Conduct and Corporate Governance Guidelines and make recommendations for changes thereto to the Board, (iv) oversee and receive reports on the Company's social responsibility and environmental sustainability strategies and policies, (v) review other matters related to corporate governance of the Company, such as overseeing the evaluation of the Board and management, unless the authority to conduct such review has been delegated to another committee, and (vi) assist in creating a corporate culture and environment of integrity and accountability.

## 2. Committee Membership

The Committee shall consist of at least three members of the Board. No Committee member shall be an employee of the Company and each member shall be an Independent Director as defined under Nasdaq Listing Rules, as determined by the Board. The members of the Committee shall be appointed by the Board and serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause, subject to any contractual nomination or designation rights then in effect. Vacancies occurring on the Committee shall be filled by the Board. The Board shall designate one member of the Committee as its chairperson (the "***Chairperson***").

## 3. Delegation to Subcommittee

The Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members or to one or more designated members of the Committee.

## 4. Advisors

The Committee shall have the authority to retain and obtain the advice of, at the Company's expense, a director search firm and other expert advisors ("***Advisors***") as it deems necessary to fulfill its responsibilities. The Committee shall set the compensation, and oversee the work, of such Advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its Advisors.

## 5. Board and Committee Members

### 5.1. Nominee Qualifications

Prior to each annual meeting of the stockholders of the Company, the Committee shall recommend to the Board nominees for election to the Board. If a vacancy on the Board or any Board committee occurs, the Committee shall make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

The Committee shall evaluate the qualifications of each candidate for election to the Board against the criteria for Board membership as established from time to time by the Board, taking into account the composition of the Board as a whole. In recommending candidates to the Board, the Committee shall consider such factors as it deems appropriate, including potential conflicts of interest, professional experience, personal character, diversity of race/ethnicity, gender, age, skills and professional experiences that enhance the quality of the deliberations and decisions of the Board, outside commitments (including service on other boards or committees), existing Board member competencies, and particular areas of expertise, in the context of the perceived needs of the structure of the Board at that point in time, subject to any contract nomination or designation rights then in effect. The Committee believes that it is important that directors represent diverse viewpoints and individual perspectives.

### 5.2. Consideration of Stockholder Recommendations

The Committee shall be responsible for establishing policies regarding consideration of director candidates recommended by the Company's stockholders and the procedures to be followed by stockholders that desire to submit such a recommendation.

### 5.3. Recommendation of Committee Members

The Committee shall annually review the Board's committee structure, composition and appropriate size and recommend to the Board the membership of each Board committee (including this Committee). The Committee shall review the qualifications of the members of each committee to ensure that the members of each committee meet any applicable criteria of the rules and regulations of the Securities and Exchange Commission and Nasdaq.

### 5.4. Evaluation of Board, Committees and Management

The Committee shall develop and oversee, subject to the approval and oversight of the Board, a process for an annual evaluation of the performance of the Board as a whole, specific Board committees (including this Committee), individual Board members, Board Chair and management, and to oversee the conduct of this annual evaluation. The Committee shall report such assessments to the Board.

**6. Code of Ethics and Business Conduct**

The Committee shall conduct an annual review and assessment of the Company's Code of Ethics and Business Conduct and recommend to the Board any changes to such Code that it deems necessary. The Committee shall report to the Board on any necessary or recommended changes to such Code and the adoption of any additional procedures.

**7. Corporate Governance Guidelines**

The Committee shall conduct an annual review and assessment of the Company's Corporate Governance Guidelines and recommend to the Board any changes to such Guidelines that it deems necessary.

**8. Insider Trading Policy**

The Committee shall oversee and periodically review the Company's Insider Trading Policy and procedures and report to the Board on any necessary or recommended changes to such procedures and the adoption of any additional procedures.

**9. Communications with Stockholders**

The Committee shall be responsible for establishing a process for stockholders to send stockholder communications to Board members.

**10. Risk Identification and Mitigation**

The Committee shall annually identify principal business risks and recommend risk mitigation measures to, and assess risk management practices of, the Company.

**11. Review of Other Matters**

The Committee may from time to time review and make recommendations to the Board regarding other matters related to corporate governance of the Company, unless authority to conduct such review has been retained by the Board or delegated to another committee.

**12. Compliance with Securities Laws and Stock Exchange Policies**

The Committee shall annually review compliance with securities and corporate legislation and stock exchange policies. The Committee shall ensure adherence to, and continuous improvement of, the Company's policies, procedures and practices as they relate to corporate governance.

**13. Corporate Governance Advisory**

The Committee shall annually review corporate governance practices and make recommendations to the Board. The Committee shall advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committees.

## 14. Meetings of the Committee

### 14.1. Meetings

The Committee shall meet at least one time during each fiscal year, or more frequently as it determines appropriate to carry out its responsibilities under this Charter. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable and actions may be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chairperson. The Committee may invite such directors, officers and employees of the Company or other advisors as it may see fit from time to time to attend meetings and assist in the discussion and consideration of the business of the Committee.

### 14.2. Minutes

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities. The minutes of all meetings of the Committee shall be made available for review by any member of the Board on request to the Chairperson.

### 14.3. Presiding Officer

The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

### 14.4. Quorum

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

## 15. Reports, Assessments and Other Duties

### 15.1. Board Reports

The Chairperson of the Committee shall report to the Board following each meeting and from time to time on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.

### 15.2. Performance Evaluation

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. The Committee shall review and reassess the adequacy of this Charter annually. The Committee shall, as appropriate, make recommendations to management or the Board as a result of its performance evaluation and review of this Charter.

15.3 Orientation and Continuing Education

The Committee shall provide, with the assistance of management, suitable programs for the orientation of new Board members and the continuing education of incumbent directors, to include, among other things, reviewing background material and strategic plans of the Company and meeting with senior management. The Committee shall annually review and, if appropriate, amend such programs.

15.4 Succession Planning

The Committee shall annually evaluate the performance of the Company's senior management. The Committee shall conduct an annual review of succession planning and report its findings and recommendations to the Board including regarding the hiring, appointment and termination of officers, executives and other key employees.