



SATELLOS BIOSCIENCE INC.

(the “Company”)

CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose

The Corporate Governance Committee shall support the Board of Directors in exercising its corporate governance functions, including (i) to identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of shareholders; and (ii) to develop and recommend to the Board the corporate governance guidelines and processes applicable to the Company, review these guidelines and processes at least annually and recommend changes to the Board.

B. Committee Membership and Procedure

The Committee shall consist of no fewer than three members. The membership of the Committee shall satisfy the independence requirements of applicable securities and exchange legislation and listing requirements (including the independence requirements of the any securities exchange(s) on which the securities of the Company are listed and posted for trading and any other applicable law).

The Board shall appoint the members of the Committee annually, considering the recommendations of the Corporate Governance Committee, and further considering the views of the Chair of the Board and the Chief Executive Officer, as appropriate. The members of the Committee shall serve until their successors are appointed and qualified and shall make recommendations to the Board regarding the designation of the Chair of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements.

Except as expressly provided in this Charter, the by-laws of the Company or the guidelines determined by the Board of Directors or as otherwise provided by law or the rules of the stock exchanges to which the Company is subject, from time to time, the Committee shall fix its own rules of procedure.

C. Committee Authority and Responsibilities

The Committee shall exercise the functions described below, which are delegated by the Board of Directors, as well as any other functions that may from time to time be delegated by the Board of Directors.

- The Committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the guidelines determined by the Board of Directors, from time to time.

- In connection with its recommendations, the Committee is responsible for:
 - considering what competencies and skills the Board, as a whole, should possess;
 - assessing what competencies and skills each existing director possesses;
 - assessing what competencies and skills each new nominee will bring to the Board;
 - considering whether or not each new nominee can devote sufficient time and resource to his or her duties as a board member.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- The Committee shall annually receive comments from all directors and report annually to the Board with an assessment of the Board's and individual director's performance.
- The Committee shall develop and recommend to the Board a Code of Conduct and Ethics and shall consider any requests for waivers from the Company's Code of Conduct and Ethics. The Company shall make disclosure of such waivers to applicable securities regulatory authorities and to the exchanges on which the Company's securities are listed for trading, as required.
- The Committee shall review annually, or more often if appropriate, the directors who are members (including qualifications and requirements), structure (including authority to delegate) and performance of committees of the Board (including reporting to the Board), and make recommendations to the Board, as appropriate.
- The Committee shall serve in an advisory capacity to the Board and Chair of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.

In connection with the foregoing authority and responsibilities:

- The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.
- The Committee may form and delegate authority to subcommittees when appropriate.

Adopted on January 30, 2024.