

**REUNION NEUROSCIENCE INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**Effective October 24, 2022**

**I. INTRODUCTION**

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Reunion Neuroscience Inc. (the “*Company*”) to: (i) identify and screen individuals to serve as directors and recommend to the Board qualified candidates for nomination for appointment at the annual meeting or to fill Board vacancies; (ii) develop, recommend to the Board and review the corporate governance guidelines of the Company; (iii) coordinate and oversee the annual self-evaluation of the Board, its committees, individual directors and management in the governance of the Company; and (iv) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

**II. COMMITTEE MEMBERSHIP**

**A. *Composition.*** The Committee shall consist of two or more members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until their earlier resignation or removal from the Committee. Any member may be removed from the Committee by majority vote of the Board, with or without cause, at any time.

**B. *Chair.*** The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

**C. *Independence.*** Each member of the Committee shall be an “independent director” in accordance with the rules and regulations applicable to the Company from time to time, including but not limited to, the applicable listing rules of the Toronto Stock Exchange and the Nasdaq Stock Market (the “*Exchange Rules*”) and under the Company’s corporate governance guidelines, subject to any exceptions or cure periods as the applicable rules and regulations (including, but not limited to, the Exchange Rules) may from time-to-time permit. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**III. AUTHORITY**

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized

and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any director search or recruitment consultant, legal counsel or other advisor to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such advisor retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such advisor.

#### **IV. COMMITTEE MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities, which shall be at least two times each year. The Committee shall establish its own schedule of meetings. In lieu of a meeting, the Committee may act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. In accordance with this charter and the Company's bylaws, the Committee shall otherwise conduct its meetings in the manner and in accordance with the procedures it deems appropriate.

#### **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with applicable law, rules and regulations, including but not limited to, the applicable rules or regulations of the Canadian Securities Administrators ("*CSA*"), the Ontario Securities Commission ("*OSC*"), the U.S. Securities and Exchange Commission ("*SEC*") and the Exchange Rules.

#### **VI. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

- (a) recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning: (i) the Company's policies and procedures for identifying and screening Board nominee candidates; (ii) the process and criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) used to evaluate Board membership and director independence; (iii) any policies with regard to diversity on the Board; and (iv) relevant provisions of applicable Exchange Rules;

- (b) identify and screen director candidates (including incumbent directors for potential renomination and candidates recommended by shareholders in accordance with the Company's policies) consistent with criteria approved by the Board, and recommend to the Board candidates for: (a) nomination for appointment or re-appointment by the shareholders; and (b) any Board vacancies that are to be filled by the Board subject to any rights regarding the selection of directors by holders of preferred stock and any other contractual or other commitments of the Company (in which case the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee);
- (c) oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by shareholders, including the submission of any nominees by shareholders in accordance with the rules and regulations of the CSA, OSC or the SEC, as applicable;
- (d) review the qualifications of candidates for the Board in light of the Committee's aim for a Board comprised of directors with traditional and non-traditional experience and backgrounds, reflected by diversity in skills, abilities, industry knowledge, experience, gender, race and ethnicity, and actively seek candidates for the Board that embody these elements of diversity, as well as such other factors considered useful to the Committee depending on the needs of the Board and the Company at that time, and make recommendations to the Board with respect to such candidates;
- (e) review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure;
- (f) review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under National Policy 58-201, the Board's definition of "independence" and the applicable Exchange Rules and the corporate governance guidelines of the Company;
- (g) assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director's principal occupation or other business associations from the position such director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto;
- (h) assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend any appropriate changes to the Board;
- (i) (i) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (ii) discuss in coordination with the Board or the Audit Committee, as appropriate, the

- effect on the Board's leadership structure of the Board's role in the risk oversight of the Company; and (iii) review and approve Company disclosures relating to Board leadership;
- (j) review periodically the committee structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs;
  - (k) review periodically the size of the Board, division of directors into classes, succession, retirement and rotation policies, and the function of the Board and its committees, and recommend to the Board any appropriate changes;
  - (l) coordinate with management to develop an appropriate director orientation program and identify continuing education opportunities;
  - (m) coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company;
  - (n) develop and recommend to the Board, review the effectiveness of, and recommend modifications as appropriate to, the governance policies of the Company;
  - (o) review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored;
  - (p) review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders and advise the Board on effective and appropriate stockholder communications;
  - (q) review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations;
  - (r) evaluate succession planning for the Chief Executive Officer of the Company and present such succession planning information to all of the independent directors for discussion; and
  - (s) undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

## **VII. GENERAL**

- (a) The Committee shall review and reassess the adequacy of this charter annually and recommend to the Board such amendments of this charter as the Committee deems appropriate, which shall include review of any changes to applicable law and applicable rules of the CSA, OSC, SEC and the Exchange Rules.
- (b) The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and report the results of such evaluation to the Board.

- (c) The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities, which minutes and records shall be maintained by the Company's Secretary (or his or her designee).
- (d) The Committee shall exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.
- (e) In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's inside and/or outside legal counsel, the Company's independent auditors or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.

The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.