

TESSA-NILE LTD. BOARD DIVERSITY POLICY

Owner: Corporate Governance Committee of the Board of Directors

Approver: Board of Directors

Approval Date: 7/26/2022

1. PURPOSE

The purpose of this Board Diversity Policy (the “**Diversity Policy**”) is to set out the approach to diversity of TESSA-NILE’s Board of Directors (the “**Board**”).

2. KEY PRINCIPLES

a. TESSA-NILE supports and promotes diversity at all levels of the company, including the

Board of

Directors. The Board regularly evaluates the makeup and skills of its existing membership and assesses the key attributes and skills to be sought when evaluating candidates to fill director vacancies.

b. The Board considers business experiences, personal backgrounds, areas of expertise, age, gender and ethnicity to all be key elements when determining the appropriateness of its existing composition and when evaluating potential board candidates.

c. 30% of TESSA-NILE’s Board of Directors will be comprised of females and visible

minority groups

by the end of 2026.

d. This Policy will be implemented and overseen by the Corporate Governance Committee of the Board of Directors (the “**Committee**”).

3. KEY PROVISIONS TO MEET THE OBJECTIVES OF THIS POLICY

To meet the objectives of this Policy, the Committee will ensure:

a. That females, Black Indigenous Peoples of Colour (“**BIPOC**”) and members of other minority groups are included as part of the criteria in assessing potential candidates for filling future board vacancies; and

BIPOC or other minority groups’ candidate are included in the list of candidates presented for

b. The Committee’s consideration ensure that all female and BIPOC or other minority groups

candidates are identified, the Committee will advise the Board of the efforts undertaken to identify a female and BIPOC or other minority groups candidates.

4. ADMINISTRATION

- a. The Corporate Governance Committee will review and approve the Corporation's public disclosure regarding its diversity policies.
- b. The Corporate Governance Committee will review this policy periodically and update as required.

5. REVISION HISTORY

Rev.	Document Status	Reviewer	Approval	Date
1.	Policy Created and Approved	Corporate Governance Committee of the Board of Directors	Board of Directors	12/11/2014
2.	Revised (First Amendment)	Corporate Governance Committee of the Board of Directors	Board of Directors	7/26/2022
