

NOMINATION & GOVERNANCE COMMITTEE CHARTER

1. Purposes and Objectives

The Nomination & Governance Committee (the "**N&G Committee**") is a committee of the board of directors (the "**Board**") of Skeena Resources Limited (the "**Company**") to which the Board has delegated certain responsibilities relating to nominating qualified individuals to the Board and governance matters. In this Charter, the Company and all entities controlled by the Company are collectively referred to as "**Skeena**" or the "**Company**".

2. Membership

- 2.1 The Board will appoint members of the N&G Committee by resolution. Each member shall serve until his or her successor is appointed, unless he or she resigns or is removed by a resolution of the Board or he or she otherwise ceases to be a director of the Company.
- 2.2 The N&G Committee must be composed of no fewer than two (2) members of the Board, each of whom must be independent pursuant to the rules and regulations of all applicable stock exchanges and United States and Canadian securities laws and regulations. The Board will fill any vacancy in the event the N&G Committee has fewer than two (2) members and may remove members by resolution. On an annual basis, the Board shall make an affirmative determination of the independence of each member of the N&G Committee.
- 2.3 The Board will select the Chair of the N&G Committee from amongst its members. If the Board does not appoint the Chair, the N&G Committee members may designate a Chair by their majority vote. Each member shall have the skills and experience which are relevant to the mandate of the N&G Committee.

3. Responsibilities & Duties

The responsibilities and duties of the N&G Committee regarding nomination and governance matters include:

- (a) annually reviewing this Charter and charters of other committees of the Board and making recommendations for any changes to the Board;
- (b) annually reviewing the size, composition and qualifications of the Board, committees of the Board, including assessment and determination of desired skills and expertise,

- and ensuring that an appropriate number of independent, non-executive directors sit on the Board and its committees;
- (c) annually overseeing the process and procedures for the evaluation of the effectiveness of the Board as a whole, the committees of the Board (including the N&G Committee) and the contribution of individual directors;
 - (d) annually reviewing and approving the annual disclosure of the Company's corporate governance practices in compliance with the requirements of the Canadian Securities Administrators and any other applicable regulatory authorities;
 - (e) managing Board, Board Chair and Chief Executive Officer succession planning;
 - (f) identifying and recommending possible nominees for the Board (and, where appropriate, recommending that a candidate not be nominated or that a director not be renominated to the Board);
 - (g) recommending appropriate criteria for selection of new directors, including the desired skills, expertise and other qualities including independence and, in accordance with Skeena's Diversity Policy, diversity;
 - (h) recommending the nominees for the Board for election by shareholders;
 - (i) establishing orientation and education programs for directors;
 - (j) making recommendations to the Board, as necessary, regarding the establishment of new Board committees, including ad hoc committees;
 - (k) recommending membership, leadership and delegation of authority for committees of the Board;
 - (l) developing and recommending governance principles, policies, and practices for adoption by the Board;
 - (m) annually assessing the quality of the Company's governance principles, policies, and practices and making recommendations for any changes to those principles, policies and practices;
 - (n) satisfying itself as to the integrity of the Chief Executive Officer and other senior executive officers and that such senior executive officers and the Board create a culture of integrity throughout the organization;
 - (o) reviewing all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board), reviewing the timeliness of any such proposal, and recommending to the Board appropriate action on any such proposal;
 - (p) performing such other functions as are assigned by law and/or by the Board; and
 - (q) forming and delegating authority to subcommittees, when appropriate.

4 Meetings

- 4.1 The N&G Committee will meet at least three times annually, or more frequently at the discretion of the Chair of the N&G Committee, as circumstances require.
- 4.2 The meetings will take place as the N&G Committee or Chair of the N&G Committee shall determine, upon at least 48 hours' notice to each of its members. The notice period may be waived by a quorum of the N&G Committee.
- 4.3 A quorum for a meeting of the N&G Committee is a majority of the members present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 4.4 If the Chair is not present at a meeting of the N&G Committee, a Chair will be selected from among the members present.
- 4.5 Decisions by the N&G Committee will be by the affirmative vote of a majority of the members of the N&G Committee present, or by consent resolutions in writing signed by each member of the N&G Committee. The Chair will not have a second or deciding vote in the event of an equality of votes.
- 4.6 At each meeting, the N&G Committee will meet *in camera*, without management.
- 4.7 The Chair of the N&G Committee may invite others to attend any part of any meeting of the N&G Committee as it deems appropriate. This includes members of management, any employee, the Company's legal counsel, external auditor, as well as consultants and advisors pursuant to Section 5.1 of this Charter.
- 4.8 Minutes will be kept of all meetings of the N&G Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Company's records, and will be available for review by members of the N&G Committee, the Board and the external auditor.
- 4.9 The CEO shall not be present during any vote or, at the discretion of the Committee Chair, during deliberations, of the N&G Committee regarding the performance of the CEO.
- 4.10 The N&G Committee shall report to the Board regarding such matters as are discussed and approved by the N&G Committee.
- 4.11 The Committee may act by unanimous written consent in lieu of a meeting in accordance with the Company's articles.

5 Other Matters

- 5.1 The N&G Committee, in its sole discretion, has the authority to select, engage, remunerate and terminate a consulting firm, independent legal counsel, search firm or other advisers to assist it in carrying out its duties, as it deems necessary, including sole authority to approve

any such adviser's fees and other retention terms. The N&G Committee must take into consideration in selecting any consultant, independent legal counsel, search firm or other adviser, all factors relevant to that person's independence from management as outlined in the TSX Company Manual or the policies of any other applicable stock exchange. Such relevant independence factors include, but are not limited to: (a) the provision of other services to Skeena by the person that employs the consultant, legal counsel or other adviser; (b) the amount of fees received from Skeena by the person that employs the consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the consultant, legal counsel or other adviser; (c) the policies and procedures of the person that employs the consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the consultant, legal counsel, search firm or other adviser with a member of the N&G Committee; (e) any Skeena securities owned by the consultant, legal counsel, search firm or other adviser; and (f) any business or personal relationship of the consultant, legal counsel, search firm, other adviser or the person employing the adviser with an executive officer of Skeena.

- 5.2 In discharging its duties under this Charter, the N&G Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Company's legal counsel, external auditors and consultants, and may invite any such persons to attend any part of any meeting of the N&G Committee.
- 5.3 Each year, the N&G Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.

Approved and adopted by the Board on September 24, 2021