

The INX Digital Company, Inc.

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE (the “Committee”)

Approved by the Board of Directors of The INX Digital Company, Inc. on February 8, 2022

1. The Committee is a standing committee of the Board of Directors of the Company (the “Board”) charged with assisting the Board in fulfilling its responsibility to:
 - 1.1 establish the Company’s corporate governance policies and practices generally;
 - 1.2 identify individuals qualified to become members of the Board; and
 - 1.3 review the composition and effectiveness of the Board.
2. The Committee membership shall be structured as follows:
 - 2.1 The Board shall annually appoint a minimum of three directors to the Committee all of whom shall be directors of the Company who are independent as defined in National Instrument 52-110 – *Audit Committees*¹, unless otherwise determined by the Board.
 - 2.2 The members of the Committee shall have appropriate post-secondary education and professional training including as a lawyer, professional accountant, or other relevant professional qualifications.
 - 2.3 Members of the Committee shall typically be appointed at the first meeting of the Board held following each annual meeting of the shareholders of the Company.
 - 2.4 A member may resign or be removed from the Committee at any time and thereafter shall be replaced by the Board. A member of the Committee will automatically cease to be a member at such time as that individual ceases to be a director of the Company.
3. The Committee shall be responsible to:
 - 3.1 approve all transactions involving the Company and “related parties” (collectively, “Related Party Transactions”) and if required by the Board, to monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;
 - 3.2 monitor the appropriateness of implementing structures from time to time to ensure that the directors can function independently of management;

¹ Please see Exhibit A of this document for an excerpt of the relevant section.

- 3.3 respond to, and if appropriate, to authorize requests by, individual directors to engage outside advisors at the expense of the Company;
 - 3.4 develop the process for the assessment of the Board;
 - 3.5 oversee the assessment of the functioning of the Board, its committees and individual directors on an annual basis;
 - 3.6 consider on a regular basis the appropriate size of the Board;
 - 3.7 identify and recommend to the Board from time to time new nominees as directors of the Company, based upon the following considerations:
 - 3.7.1 the competencies and skills necessary for the Board as a whole to possess;
 - 3.7.2 the competencies and skills necessary for each individual director to possess;
 - 3.7.3 the competencies and skills each existing director possesses;
 - 3.7.4 competencies and skills which each new nominee to the Board is expected to bring; and
 - 3.7.5 whether the proposed nominees to the Board will be able to devote sufficient time and resources as a director to the Company;
 - 3.8 developing and recommending to the Board policies regarding Board diversity;
 - 3.9 review and assess the orientation and education program for new appointees to the Board and identify appropriate continuing education opportunities for all directors;
 - 3.10 oversee the development of the Company's approach to corporate governance, including, developing, reviewing and approving the Company's key corporate governance policies, in compliance with regulatory requirements and current best practice; and
 - 3.11 review and approve the annual disclosure of the Company's corporate governance practices in accordance with applicable legal requirements, including the requirements of National Instrument 58-101 – Disclosure of Corporate Governance Practices.
4. The Chair of the Committee
- 4.1 The Board shall in each year appoint a chair of the committee ("Chair") from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member to act as interim Chair.

- 4.2 The Chair shall be responsible to ensure the Committee meets regularly and performs its duties as set out herein and to report to the Board on the activities of the Committee.
5. The meetings of the Committee shall proceed as follows:
 - 5.1 The Chairman will appoint a secretary who will keep minutes of all meetings (the “Secretary”). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of the Company.
 - 5.2 No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum provided that, if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.
 - 5.3 The Committee shall meet as often as it deems necessary to carry out its responsibilities but not less frequently than twice per year.
 - 5.4 The time at which and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings, shall be determined by the Committee, unless otherwise provided for in the articles or by-laws of the Company or otherwise determined by resolution of the Board.
 - 5.5 Meetings may be held in person, by teleconferencing or by videoconferencing.
 - 5.6 Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.
6. The Committee shall have access to management and outside advisors as follows:
 - 6.1 The Committee shall have full, free and unrestricted access to management and employees and to the relevant books and records of the Company.
 - 6.2 The Committee may invite such other persons (i.e. the CEO, CFO) to its meetings, as it deems necessary.
 - 6.3 The Committee shall have the authority to:
 - 6.3.1 retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities; and
 - 6.3.2 set and pay the compensation of any such advisors, at the expense of the Company.

- 6.4 Any advisors retained by the Committee shall report directly to the Committee.
7. The Committee's reporting requirements shall be to make regular reports to the Board, through the Chair, following meetings of the Committee.
 8. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall review and evaluate the functioning and effectiveness of the Committee and its members annually and report to the Board.
 9. The members of the Committee shall be entitled to receive such remuneration for acting as a member of the Committee as the Board may from time to time determine.

Exhibit A

National Instrument 52-110 Audit Committees, section 1.4

1.4 (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.

(2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.

(3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:

- a. an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
- b. an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
- c. an individual who:
 - i. is a partner of a firm that is the issuer's internal or external auditor,
 - ii. is an employee of that firm, or
 - iii. was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
- d. an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - i. is a partner of a firm that is the issuer's internal or external auditor,
 - ii. is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - iii. was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
- e. an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
- f. an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.

(4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because

- a. he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
- b. he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.

(5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

(6) For the purposes of clause (3)(f), direct compensation does not include:

- a. remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
- b. the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

(7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

- a. has previously acted as an interim chief executive officer of the issuer, or
- b. acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

(8) For the purpose of section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.