



# Nominating & Corporate Governance Committee Charter

## A. Purpose

The Nominating & Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Mawson Infrastructure Group Inc. (the “**Company**”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) to recommend to the Board matters of corporate governance, including the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

This Charter outlines the purpose, composition and responsibilities of the Committee.

## B. Composition

The size of the Committee shall be determined by the Board in its sole discretion, provided that, unless otherwise permitted by applicable Nasdaq rules, it shall not consist of fewer than three (3) members.

Unless otherwise determined by the Board, the members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause and any vacancies will be filled through appointment by the Board.

Unless the Board elects a Chairperson of the Committee, the members of the Committee shall appoint a Chairperson by majority vote.

All members of the Committee shall meet the independence requirements of Nasdaq and any other applicable laws or regulations.

## C. Meeting Requirements

The Committee shall meet as often as necessary to carry out its responsibilities.

The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. A majority of the members, but not less than two members, shall constitute a quorum. The Committee shall act on the affirmative vote of a majority

of the members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting on the Committee's activities to the Board.

## **D. Committee Responsibilities**

In carrying out its responsibilities and purpose, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances. In addition to such other duties as the Board may from time to time assign, the Committee shall have the following authority and responsibilities:

1. The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (I) to retain and terminate any search firm to be used to identify director candidates and (II) to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board.
3. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.
4. The Committee shall monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.
5. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
6. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
7. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, shall review these principles at least once a year and shall recommend any changes thereto to the Board, and shall oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework, including its Certificate of Incorporation and By-laws.
8. The Committee shall review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals

9. The Committee shall develop and recommend to the Board for approval a Company policy on approval of related party transactions and will review and recommend to the Board for approval any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K).
10. The Committee shall develop and recommend to the Board for approval a Company policy on the Company's corporate social responsibility policies and practices.
11. The Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer and may do so in concert with the Compensation Committee.
12. The Committee shall make regular reports to the Board.
13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. The Committee shall annually review its own performance.