

Charter of the Nominating & Corporate Governance Committee of the Board of Directors of Mawson Infrastructure Group Inc.

Reviewed and Updated: 23 August 2022

I. PURPOSE

The Nominating & Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Mawson Infrastructure Group Inc. (the “**Company**”) to assist the Board by:

1. identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board director nominees for the next annual meeting of stockholders and individuals to fill vacancies occurring between annual meetings of stockholders;
2. recommending to the Board matters of corporate governance, including Corporate Governance Guidelines applicable to the Company;
3. leading the annual review of the Board’s performance; and
4. recommending to the Board director nominees for each committee on an annual basis.

II. COMPOSITION

The size of the Committee shall be determined by the Board, 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 by 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.

III. MEETING REQUIREMENTS

The Committee shall meet as often as necessary to carry out its responsibilities provided that it shall meet at least once each calendar year.

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 By-laws. 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 the Company's executive officers, or any other person it deems necessary 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.

IV. 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:

1. actively seek individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board from time to time;
2. have the sole authority to (i) retain and terminate any search firm to be used to identify director candidates, (ii) approve the search firm's fees and other retention terms, and (iii) obtain advice and assistance as it deems necessary from internal or external legal, accounting or other advisors;
3. 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. monitor and evaluate the training needs of directors and make recommendations to the Board where appropriate;
5. 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.
6. develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, review those Guidelines from time to time and recommend any changes to the Board, and oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval changes to any other documents and policies in the Company's corporate governance framework, including its Certificate of Incorporation and By-laws;
7. review any stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals; and
8. annually assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.