

ESSA PHARMA INC.

CORPORATE GOVERNANCE AND NOMINATION COMMITTEE CHARTER

Purpose

The corporate governance and nomination committee (the “CGNC”) of the board of directors (the “Board”) of ESSA Pharma Inc. (the “Corporation”) is responsible for ensuring the integrity of the corporate governance process, the performance of the Board, the review and recommendation to the Board of the contingency plan for management succession, ombudsman activity, environmental impact, health and safety oversight, identifying and recommending candidates to the Board, ensuring appropriate skill sets are maintained by the Board, and assessing the effectiveness of the individual directors.

Membership and Reporting

1. The CGNC will be comprised of “independent” directors within the meaning of the applicable listing standards of the Nasdaq Stock Market and will have a minimum of three members.
2. Appointments and replacements to the CGNC will be made by the Board and will be reviewed on an annual basis. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added. Each member of the CGNC will automatically cease to be a member if he or she ceases to be an independent director.
3. The CGNC may form and delegate authority to subcommittees if deemed appropriate by the CGNC.
4. The chairman of the CGNC will be appointed by a vote of the Board on an annual basis.
5. The CGNC will report to the Board, at the next scheduled meeting of the Board, the proceedings of the CGNC and any recommendations made by the CGNC.

Meetings

1. The CGNC will meet as required, but not less than annually, of which one of these meetings must be held prior to the annual general meeting of the Corporation, to review and recommend to the Board the new director nominees for such annual general meeting.
2. No business may be transacted by the CGNC at a meeting unless a quorum is present. A majority of the members of the CGNC shall constitute a quorum. A majority of the members of the CGNC shall be empowered to act on behalf of the Committee. Matters decided by the CGNC shall be decided by majority votes.

Responsibilities

1. The CGNC will develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation. The CGNC will review these guidelines on an annual basis and recommend any changes to the Board.
2. The CGNC will establish systems to evaluate the performance of the Board and its committees.
3. The CGNC will act as a forum for the concerns of individual directors, employees, or shareholders that may not be addressed at meetings of the Board.
4. The CGNC will ensure that the clear separation of the responsibilities of the Board, the committees of the Board, the Chief Executive Officer (the “**CEO**”), and the officers of the Corporation are defined and maintained.
5. The CGNC will ensure that systems are developed and reviewed at least annually regarding the responsiveness of the Corporation to environmental impact, health and safety, regulatory standards and other environmental, social and governance (ESG) matters.
6. The CGNC shall review the Corporation’s program to monitor compliance with the Corporation’s Code of Business Conduct and Ethics. The CGNC shall also oversee the investigation of any alleged breach of the Code and the taking of appropriate corrective actions where a breach of the Code has occurred.
7. The CGNC shall oversee the Corporation’s related person transactions policy and review proposed transactions or courses of dealings requiring approval or ratification under such policy.
8. The CGNC will ensure that a process is established for the orientation and education of new directors, to both the nature and operation of the Corporation’s business and their responsibilities and duties as directors (including the contribution individual directors are expected to make and the commitment of time and resources that the Corporation expects from its directors).
9. The CGNC will ensure that the directors receive adequate information and continuing education opportunities on an on-going basis to enable them to maintain their skills and abilities as directors and to ensure their knowledge and understanding of the Corporation’s business remains current.
10. The CGNC will identify, in consultation with the CEO, and recommend new director nominees with appropriate skills to the Board. The CGNC must assess whether each of the candidates so identified will be an independent director. In making its recommendations, the CGNC will consider:
 - (a) the competencies and skills considered necessary for the Board as a whole to possess;

- (b) the competencies and skills that each existing director possesses;
- (c) the competencies and skills each new nominee would bring to the Board and
- (d) the Corporation's Director and Executive Officer Diversity Policy.

In addition, the CGNC will consider whether each nominee and existing director can devote sufficient time and resources to his or her duties as a member of the Board.

11. The CGNC will assess the participation, contribution, and effectiveness of the chairman of the Board and all other individual directors on an annual basis.
12. The CGNC will make recommendations to the Board, in consultation with the CEO and after taking into account the experiences and expertise of individual directors, regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the CGNC, and recommend individual directors to fill any vacancy that might occur on a committee, including the CGNC. The CGNC also will monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
13. The CGNC will annually review and assess its performance, effectiveness and contribution and report the results of such review and assessment to the Board, including any recommended changes to the Corporation's policies and procedures.
14. The CGNC will review and assess the adequacy of this charter at least annually.
15. The CGNC has the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors. The CGNC has sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Corporation will provide appropriate funding, as determined by the CGNC, for payment of compensation to the advisors employed by the CGNC.
16. The CGNC will review the directors' and officers' insurance policy of the Corporation on an annual basis to ensure, among other things, that any payments made under the insurance policy are made in accordance with the policies of the Corporation and not at the direction of the underwriter of the insurance policy.

Approved by the Board: March 31, 2022