

WESTWATER RESOURCES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Westwater Resources, Inc. (the “Company”) is to (i) assist the Board of Directors (the “Board”) in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as director nominees, (ii) develop and maintain corporate governance policies applicable to the Company, and (iii) oversee the evaluation of the Board and management.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties as are assigned by law, the Company’s charter or bylaws or by the Board.

Specified Duties

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board deems appropriate. In carrying out its responsibilities, the policies and procedures of the Committee should remain flexible, in order to best react to changing conditions and circumstances.

The Committee shall be responsible for:

- (1) Making recommendations to the Board regarding the size and composition of the Board and the committees of the Board;
- (2) Establishing procedures for the nomination process and reviewing such procedures on a periodic basis;
- (3) Developing, and recommending to the Board for its approval, the criteria and qualifications for service as a director of the Company, as well as criteria and qualifications for members of the committees of the Board (the “Director Criteria”);
- (4) Identifying, evaluating and selecting, or recommending for the selection by the Board, (i) the director nominees for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected, and (ii) candidates to fill new positions or vacancies on the Board, in each case consistent with the Director Criteria;
- (5) Evaluating the independence of directors and director nominees against the independence requirements of the NYSE American, the applicable rules and regulations promulgated by the Securities and Exchange Commission, and other applicable laws;

- (6) Establishing and administering an annual assessment procedure, subject to approval by the Board, relating to the performance of each of the Board as a whole, its committees and their individual members;
- (7) Reviewing annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees;
- (8) Recommending to the Board persons to be members and Chairpersons of the various committees;
- (9) Considering the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer ("CEO") roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate;
- (10) Overseeing the preparation of and recommendation to the Board the process and protocols regarding succession plans for the Company's executive officers;
- (11) Reviewing the compensation paid to non-employee directors for annual retainers (including Board and committee Chairpersons) and meeting fees, if any, and making recommendations to the Board for any adjustments;
- (12) Overseeing all aspects of the Company's corporate governance functions on behalf of the Board;
- (10) Making recommendations to the Board regarding corporate governance issues;
- (11) Supporting plans or programs for orientation and continuing education activities for directors;
- (12) Reviewing any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal;
- (13) Periodically reviewing and assessing the Company's certificate of incorporation, bylaws and corporate governance guidelines and their application, and recommending any changes deemed appropriate to the Board for its consideration; and
- (14) Overseeing and reviewing the processes and procedures used by the Company to provide information to the Board and its committees, considering, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

Membership

The Committee shall consist of at least two independent members of the Board. The members shall be appointed by action of the Board and shall serve at the discretion of the Board and for such terms as the Board shall determine, and may be removed by the Board in its discretion. Each Committee member shall satisfy the “independence” requirements of the NYSE American and the Securities and Exchange Commission, as they may be amended from time to time. The Committee may designate one of the members of the Committee to serve as the Chairperson of the Committee. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time.

Meetings and Procedures

1. The Committee shall meet as often as it deems necessary or appropriate.
2. The Chairperson of the Committee will, in consultation with the other members of the Committee, be responsible for calling meetings of the Committee, establishing an agenda and supervising the conduct thereof.
3. The Committee is governed by the same rules regarding meetings (including meetings by means of conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.
4. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company.
5. The Committee shall have the authority to establish its own rules and procedures consistent with the Company’s bylaws for notice and conduct of its meetings.
6. The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

Other Responsibilities and Powers

1. The Committee shall evaluate its performance on an annual basis and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.
2. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
3. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.

4. The Committee shall have the sole authority to engage independent counsel, search firms or other advisors as it deems necessary or appropriate to carry out its duties. The Committee shall set the compensation and oversee the work of any such independent counsel, search firms or other advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

5. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

6. The Committee may conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the General Corporation Law of the State of Delaware for good faith reliance by members of the Committee on reports or other information provided by others.

Last updated on March 19, 2021