

## CHARTER OF THE RELATED PARTY TRANSACTIONS COMMITTEE

### I. Introduction

This Charter of the Related Party Transactions (RPT) Committee (the "Committee") of Nickel Asia Corporation (the "Company") sets forth the Committee's purposes, authority, duties and responsibilities, structure and procedures which shall guide the Committee as prescribed by the Company's Corporate Governance Manual (the "2017 CG Manual") adopted pursuant to the Corporate Governance Code for Publicly Listed Companies (SEC Memorandum Circular No. 19, Series of 2016).

The Committee shall conduct an annual review and assessment of this Charter, and recommend to the Company's Board of Directors (the "Board") revisions as it may deem necessary or beneficial to the efficient performance of its functions.

### II. Purpose, Authority, Duties and Responsibilities

#### 1. Purpose

The primary purpose of the Committee is to assist the Board in reviewing all material related party transactions of the Company.

#### 2. Authority

- 2.1. The Committee shall report directly to the Board on its decisions or recommendations.
- 2.2. The Committee may require Management to provide it with such corporate records and other documents as may be necessary or appropriate for the Committee to discharge its functions effectively.
- 2.3. The Committee is authorized to obtain external legal and other independent professional firms with relevant experience and expertise, to assist and advise the Committee on matters it considers necessary. The Committee shall in consultation with the Board have authority to approve all reasonable related fees and terms of engagement of the external advisers/consultants, which fees shall be borne by the Company.

#### 3. Duties and Responsibilities

The functions of the RPT Committee are provided in the Company's Corporate Governance Manual under Part III(B) and include the following among others:

- 3.1. Evaluate, on a continuing basis, existing relationships between and among businesses and counterparties to ensure that all related parties are regularly identified, RPTs, as defined under the RPT Policy, are monitored, and subsequent