

TECK RESOURCES LIMITED
CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

1. Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Teck Resources Limited (“Teck”) to assist the Board in fulfilling its responsibilities for evaluating, developing and making recommendations with respect to the procedures and structure used to supervise Teck’s business and affairs. These procedures delineate the authority delegated by the Board to management to ensure accountability to Teck’s shareholders and other stakeholders. The Committee is also responsible for identifying and evaluating individuals qualified to become new Board members and for recommending to the Board new director nominees.

2. Responsibilities

The Committee is responsible for:

- (a) proposing the corporate governance procedures and policies to be adopted by the Board, including the development of corporate governance principles and guidelines specifically applicable to Teck;
- (b) regularly review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee;
- (c) supervising and assessing the manner and effectiveness of Teck’s governance practices and making recommendations to the Board in respect thereof;
- (d) review the proposed public disclosure of all matters relating to governance and director nomination, including disclosure contained in Teck’s circular, and, when appropriate, make recommendations to the Board for approval;
- (e) reviewing and recommending to the Board any change to Teck’s key governance and Board policies, including the Code of Ethics, Corporate Disclosure Policy, Majority Voting Policy, Board Diversity Policy, and Shareholder Engagement Policy; identifying and reviewing with the Board the appropriate competencies, skills and experience that the Board considers to be necessary for the Board, as a whole, to possess taking into consideration Teck’s short-term needs and long-term succession plans;
- (f) annually assessing the competencies, skills and independence status of each director and developing and annually updating a long-term plan for the Board’s composition that takes into consideration diversity, independence, age, skills and experience required for the effective conduct of Teck’s business and the appropriate size of the Board;
- (g) in consultation with the Chief Executive Officer and the Board Chair, identifying and recommending to the Board nominees for election or re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board, taking into account objective criteria, including diversity considerations, the competencies and skills each nominee will bring to the boardroom to complement the existing collective

competencies and skills of the Board, and whether such nominee will be able to devote sufficient time and resources to their duties as a Board member;

- (h) developing, recommending to the Board, and monitoring procedures for communication with shareholders and other stakeholders on governance-related matters;
- (i) reviewing, monitoring and making recommendations regarding the orientation and education of new Board members and continuing education programs for the Board;
- (j) periodically reviewing the appropriateness of any qualifications, policies, or restrictions with respect to board service, including term limits, retirement policies, the participation of directors on other boards or committees thereof, and interlocking directorships;
- (k) identifying and recommending to the Board individual directors to serve as members and chairs of the committees of the Board;
- (l) reviewing and making recommendations to the Board with respect to any shareholder proposal or requisition received by Teck, including with respect to the nomination of directors;
- (m) establishing and overseeing an annual evaluation process for the Board, Committees, and individual directors to assess the effectiveness of the Board as a whole, the Committees, the Board Chair, and the contribution of individual directors, including a review of any director who has attended less than 75% of meetings of the Board or any Committee that the director is a member of;
- (n) conducting a periodic review of the relationship between management and the Board to assess whether the Board functions independently of management (including whether there are any conflicts of interest), there is effective communication between management and the Board, and information is provided to the Board on a timely basis, and to make recommendations in that regard; and
- (o) performing such other duties as may be assigned to the Committee by the Board from time to time or as may be required by applicable law or any regulatory authority.

3. Member Qualifications

The Committee shall consist of no fewer than three members. All of the members of the Committee shall be independent directors for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline, or interpretation under such legislation.

4. Member Appointment and Removal

The members of the Committee shall be appointed by the Board annually at the time of each annual meeting of shareholders and shall hold office until the next annual meeting, or until they are removed by the shareholders or until they cease to be directors of Teck.

5. Quorum

A quorum for the Committee shall be a majority of the members. No business may be transacted by the Committee unless a quorum of the Committee is present.

6. Structure and Operations

The Board shall appoint a chair of the Committee (the “Committee Chair”) who shall be an independent director. The Committee Chair, in consultation with the Committee members, shall determine the schedule and frequency of Committee meetings provided that the Committee shall meet at least four times per year. The Committee may invite any person to attend meetings to assist the discussion of the matters under consideration by the Committee. Decisions at meetings of the Committee will be made by simple majority vote and the Committee Chair shall not have a casting vote. The Committee may also take action evidenced by a written consent resolution signed by all members of the Committee, which resolution may be signed in counterparts.

7. Calling of Meetings

The Committee Chair, any member of the Committee, the Board Chair or the CEO may call a meeting of the Committee outside of pre-scheduled meetings by notifying Teck’s Corporate Secretary who will notify the members of the Committee. Notice of the time and place of each meeting shall be given at least 48 hours prior to the time fixed for such meeting (the “Notice Period”). The Notice Period may be waived by a quorum of the Committee.

8. Meetings without Management

As part of each meeting of the Committee, the Committee shall hold an in-camera session, at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such session.

9. Manner of Reporting to the Board

The Committee shall fix its own procedures, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board). The Board shall be promptly advised of any decisions taken by the Committee, and minutes of any Committee meeting will be provided to the Board.

10. Engagement of Outside Advisors

The Committee when it considers necessary or advisable may retain, at Teck’s expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultant or advisor or any search firm to be used to identify director candidates, including the sole authority to approve the fees and other retention terms for such persons.

11. Review of the Charter

The Committee shall annually assess the adequacy of this Charter and recommend any changes to the Board for approval, taking into any applicable account legislative and regulatory requirements and best practice guidelines.

12. Annual Review and Assessment

The Committee's performance shall be evaluated annually in accordance with a process developed by the Committee and approved by the Board and the results of that evaluation shall be reported to the Committee and to the Board.