

RUMBLE INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective September 16, 2022

I. Purpose

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Rumble Inc., a Delaware corporation (the “*Company*”), shall

- (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- (b) select and recommend director nominees to the Board for approval, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements;
- (c) review and make recommendations to the Board on matters concerning corporate governance; and
- (d) oversee the evaluation of the Board and management.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the rules of The Nasdaq Stock Market (“*NASDAQ*”) and any other applicable legal or regulatory requirements, subject to the phase-in periods permitted under NASDAQ rules under which the Committee is required to have only one independent member at the time of listing, a majority of independent members within 90 days of listing and all independent members within one year of listing.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines, NASDAQ rules and any other applicable regulatory requirements.

It should be emphasized that, notwithstanding anything herein to the contrary, nothing in this charter (this “*Charter*”) is intended to prohibit or limit the Company’s ability to rely on the “controlled company” exemption under applicable NASDAQ listing rules.

III. Meetings

The Committee shall meet at as often as necessary to carry out its responsibilities but no less frequently than two times annually, unless the Committee determines that fewer meetings are required in a particular year. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose, applicable law, rules and regulations and as the Committee (subject to the direction of the Board) deems appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. In furtherance of the foregoing considerations, the Committee shall, among other things:

1. Develop and recommend to the Board for approval (as part of the Company's corporate governance guidelines or otherwise) the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board.
2. Identify, screen and review individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual general meeting of stockholders or to fill vacancies on the Board. As part of this process, the Committee shall formally review each director's continuation on the Board each time such director is nominated to serve on the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Periodically review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
5. At the request of the Board, review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.

6. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, NASDAQ rules or any other applicable regulatory requirements.
7. Review periodically the succession planning for the Chief Executive Officer and other executive officers, report its findings and recommendations to the Board and work with the Board in evaluating potential successors to these executive management positions.
8. Coordinate and oversee the annual evaluation of the Board, its committees, individual directors and management in the governance of the Company.
9. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually, recommend to the Board any changes the Committee deems appropriate and oversee implementation of such guidelines.
10. Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.
11. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the Securities and Exchange Commission, as applicable.
12. Review any stockholder proposals properly submitted for action at the Company's annual meeting of stockholders and recommend Board responses thereto.
13. Review on a regular basis the Company's overall corporate governance practices, including stock ownership guidelines, compulsory retirement age and term limits for directors, and recommend improvements as and when necessary.
14. Conduct an annual self-evaluation of its performance and effectiveness, including its compliance with this Charter, and recommend to the Board such amendments of this Charter as the Committee deems appropriate.
15. Report regularly to the Board.
16. Investigate, or authorize on its behalf an investigation of, any matter relating to any purpose, responsibility, duty or power of the Committee set forth in this Charter or applicable law, or delegated to the Committee by the Board.
17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee (subject to the direction of the Board) deems appropriate.

V. Resources

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of the foregoing purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any search firm to identify director candidates, legal counsel or other adviser to the Committee and shall be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for (A) any such adviser's fees and expenses and (B) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors.