

Charter of the Governance and Nominating Committee

Purpose

The Governance and Nominating Committee (the "Committee") is a committee of the Board of Directors (the "Board") which is responsible for making recommendations to the board regarding the appointment of directors, evaluating the effectiveness of the Board, overseeing the development and periodic review of Board and Board committee mandates, position descriptions and related governance policies and providing leadership relating to Talamore Mining Corporation's (the "**Corporation**") governance practices and corporate social responsibility programs.

Composition

Members of the Committee are appointed and removed by the Board. The Board shall designate annually the members of the Committee and a Chair of the Committee. The Committee shall be composed of at least three directors, all of whom shall be independent¹. All members of the Committee should have skills and/or experience which are relevant to the mandate of the Committee, as determined by the Board.

Responsibilities

Corporate Governance

The Committee is responsible for the Corporation's response to and implementation of the guidelines set forth from time to time, by any applicable regulatory authorities in National Policy 58-201 - *Corporate Governance Guidelines* and any successor policy (the "Guidelines"), including:

- to oversee and recommend to the Board the Corporation's Delegation of Authority Policy, if any, and any material amendments thereto;
- to consider and review the Corporation's corporate governance principles and process and to compare the same to the Guidelines;
- to propose changes to the Board necessary to respond to or comply with the Guidelines;
- to review the Corporation's disclosure of its corporate governance practices and compliance with the Guidelines in the management proxy circular for each annual general meeting; and
- to assist the Board with respect to ensuring compliance with applicable provisions of the Code of Ethics.

¹ Determined in accordance with National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and National Instrument 52-110 - *Audit Committees*.

Nominating and Assessment

The Committee is responsible for proposing to the full Board new nominees to the Board and for assessing directors on an ongoing basis, including:

- to consider and recommend candidates to fill new positions on the Board created by either expansion or vacancies that occur by resignation, retirement or for any other reason;
- to review candidates recommended by shareholders;
- to conduct inquiries into the backgrounds and qualifications of possible candidates;
- to develop and maintain a Board skills and competencies matrix to assist with identifying gaps and succession needs;
- to adopt and periodically review policies to promote diversity on the Board, having regard to the Corporation's stage of development to recommend the director nominees for approval by the Board and the shareholders;
- to consider questions of possible conflicts of interest of Board members;
- to recommend members and Chairs of the committees of the Board; and
- to **oversee** director orientation activities for new directors and **encourage** ongoing education for directors, as appropriate; and
- to annually arrange for an evaluation of the performance, contribution and effectiveness of the Board and committees of the Board, individual directors, the Chair of the Board and the Chair of each committee of the Board in the context of the charters, mandates, position descriptions and expected competencies.

Environmental, Social and Governance Matters

The Committee shall assist the Board in overseeing the Corporation's governance practices and, as appropriate, receive updates from management regarding material environmental, social and health and safety matters relevant to the Corporation's activities.

The Committee's role is one of oversight and review.

Without limiting the generality of the foregoing, the Committee may:

- receive periodic updates from management regarding **material ESG-related risks and opportunities** relevant to the Corporation's stage of development;
- receive **summary information** regarding **health and safety performance**, including any material incidents;
- be informed of management's approach to **stakeholder and Indigenous engagement**, where relevant; and
- receive updates regarding **public disclosure** relating to governance and ESG matters, as appropriate.

Meetings and Advisors

The Committee will meet as often as it deems necessary or appropriate to perform its duties and to carry out its responsibilities described above in a timely and efficient manner, but not less than two times a year. The quorum at any meeting of the Committee shall be a majority of its members. All such meetings shall be held in accordance with the articles of the Corporation with regard to notice and waiver thereof. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. Written minutes of each meeting of the Committee shall be filed in the Corporation's records. The Chair of the Committee will report periodically to the Board.

The Committee shall, in appropriate circumstances and subject to advising the Chair of the Board, have the authority to engage and obtain advice and assistance from advisors including outside legal counsel. The Committee shall have the sole authority to approve the fees and other retention terms of any such engagement, as it determines is necessary or appropriate to carry out its duties. All related fees and costs of such advisors shall be paid promptly by the Corporation in accordance with its normal business practices. In the event the Committee is unable to meet, it may approve any business by way of consent resolution signed by all members of the Committee.

Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Committee.

Approved by the Board: April 2, 2026