



## THESIS GOLD INC. CORPORATE GOVERNANCE COMMITTEE CHARTER

### Purpose

The primary function of the Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Thesis Gold Inc. (the “**Company**”) in fulfilling its responsibilities by: (i) identifying individuals qualified to become members of the Board and recommending to the Board nominees for election as directors at meetings of shareholders of the Company, to fill any vacancies on the Board as they arise from time to time and increase or decrease the size of the Board from time to time; (ii) establishing, reviewing, and monitoring compliance with corporate governance policies, (iii) adopting a corporate code of business conduct and ethics applicable to all directors, officers and employees (a “**Code of Business Conduct and Ethics**”), and (iv) monitoring compliance with and periodically reviewing the Code of Business Conduct and Ethics.

### Membership

- The Committee shall consist of three or more members of the Board, the majority of whom shall be “independent”, as such term is defined in section 1.4 of National Instrument 52-110 – *Audit Committees*, and meet any independence requirements of any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company;
- Committee members should have experience in corporate governance;
- the Board shall appoint or re-appoint the members of the Committee on an annual basis at the meeting of the Board following each annual meeting of the shareholders of the Company;
- any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns, or is replaced, which first occurs;
- vacancies on the Committee will be filled by the Board; and
- the members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

### Duties and Responsibilities

#### *Corporate Governance*

With respect to corporate governance matters, the Committee’s duties and responsibilities shall include:

- developing and recommending to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year. This requires the Committee to stay abreast of corporate governance developments and to respond to applicable corporate governance guidelines and rules;
- overseeing the evaluation of the Board, committees of the Board, and the contribution of individual directors;
- reviewing and approving the Company's disclosure regarding corporate governance matters as required by public disclosure requirements;
- ensuring that appropriate processes are established by the Board to: (i) oversee strategic direction and development and review ongoing results of operations; and (ii) to oversee the Company's investor relations and public relations activities and to ensure that procedures are in place for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns;
- assisting the Board in its annual review of and any applicable revisions to the written objectives of the CEO and guidance for the development of corporate strategy;
- ensuring that an effective CEO succession plan is in place, including emergency succession.
- Assisting the Board in assessing and evaluating CEO performance and the performance of the Company's other executive officers;
- establishing procedures for meetings of the Board and to otherwise ensure that processes, procedures, and structures are in place to ensure that the Board functions independently of management and without conflicts of interest;
- reviewing the proposed quarterly agenda for, and provide recommendations as to, additional topics for discussions at meetings of the Board;
- assisting in the proper delineation of the roles, duties, and responsibilities of management and the Board and delegation of authority by the Board to its committees and to management;
- reviewing and approving strategic corporate policies, such as disclosure policies, insider trading policies, confidentiality policies and corporate codes of conduct, conflict of interest policies, and other relevant policies associated with ensuring an effective system of corporate governance;
- monitoring compliance with, and assessing the adequacy of the Code of Business Conduct and Ethics periodically, and recommending any amendments to the Code of Business Conduct and Ethics to the Board for approval;
- collaborating with the Company's officers and legal counsel to disclose publicly any amendments to the Code of Business Conduct and Ethics required to be disclosed by an applicable regulatory body; and
- considering and, if thought advisable, granting waivers for directors and officers from compliance with the Code of Business Conduct and Ethics. As required, the Company will disclose any such waiver and specify the circumstances and rationale for granting the waiver in accordance with applicable legal requirements.

### *Nominations*

With respect to Board and committee nominations, the Committee's duties and responsibilities shall include:

- identifying and recommending candidates qualified to become directors;
- in identifying and recommending candidates, the Committee shall take into consideration
  - the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess,
  - the competencies and skills that the Board considers each existing director to possess,
  - the competencies and skills each new nominee will bring to the boardroom, and
  - whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;
- determining whether candidates and directors are "independent" under applicable securities laws and applicable stock exchange rules;
- recommending Board members for appointment to committees of the Board;
- in recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in this Corporate Governance Committee Charter, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the Committee and the interplay of the candidate's experience of other committee members;
- in the event of a vacancy in the office of a director, the Committee shall recommend a candidate to fill such vacancy either through appointment by the Board or through election by the shareholders;
- making recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof;
- maintaining an orientation program for new directors in order to educate the Company's directors on the role of the Board, its committees and its directors, and the nature of operations and operation of the Company's business; and
- reviewing periodically as conditions dictate the mandate of the Board and the charters of its Committees, together with the position descriptions of the Chair of the Board (if applicable), the Chief Executive Officer and each of the committee Chairs (if applicable), and recommending to the Board such amendments to those charters as the Committee believes are necessary or desirable.

### **Chair**

- The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the "**Chair**"). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting;

- the Chair shall chair meetings of the Committee, unless not present, including in camera sessions, and report to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- the Chair shall ensure members of the Committee understand and discharge their duties and obligations; and
- the Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings of the Committee. The Secretary does not have to be a member of the Committee or a director and can be changed by notice from the Chair;

### Meetings

- meetings may be called by the Chair or at the request of any two members of the Committee;
- no business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum;
- the Committee will meet as many times as is necessary, but at least twice each year, to enable it to carry out its responsibilities and duties as set forth herein. The Committee shall hold executive sessions without management present at each Committee meeting.
- the time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the notice of articles of the Company or otherwise determined by resolution of the Board;
- the Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on issues being considered, provided the CEO and other executives of the Company may not be present during any voting or deliberations on compensation of the CEO or such other executives, respectively;
- the Committee shall report its actions to the members of the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company. Minutes of each meeting will be made available to the members of the Board. The Committee will advise the Board of any recommendations approved by the Committee; and
- the Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee’s obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.



## **Access to Management and Independent Advice**

The Committee shall have unrestricted access to the Company's officers and employees.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek, retain and terminate accounting, legal, consulting or other expert advice from a source independent of management (each an "**Advisor**", and collectively the "**Advisors**"), at the expense of the Company, with notice to either the Chair of the Board or the CEO, as determined by the Committee to be necessary to permit it to carry out its duties. In furtherance of the foregoing, the Committee shall have the sole authority to retain and terminate such Advisors and shall have the sole authority to approve such consultant or Advisor's fees and other retention terms;

The Committee may select an Advisor only after taking into consideration all factors relevant to that Advisor's independence from management, including the following:

- the provision of other services to the Company by the Advisor;
- the amount of fees received from the Company by the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any securities of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Notwithstanding the engagement of an Advisor or the receipt of advice or recommendations from such an Advisor, the Committee:

- will in no way be obligated to implement or act consistently with the advice or recommendations of the Advisor; and
- will at all times exercise its own judgment in the fulfillment of the duties of the Committee.

## **Annual Review**

This Corporate Governance Committee Charter will be reviewed annually by the Board and the Committee to assess its adequacy.

## **Currency of This Charter**

This Corporate Governance Committee Charter was last revised and approved by the Board on August 27, 2025.