TUDOR GOLD CORP.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

ROLE AND OBJECTIVE

The Corporate Governance and Nominating Committee (the "Committee") is appointed by and reports to the board of directors (the "Board") of Tudor Gold Corp. (the "Company") to assist the Company in fulfilling its corporate governance responsibilities under applicable law, make policy recommendations aimed at enhancing Board effectiveness, identify and recommend individuals qualified to become members of the Board, evaluate the Board and its directors, and oversee the succession planning for the Company's Chief Executive Officer (the "CEO") and other senior executive officers.

The Committee and its membership shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Company's shares are listed, British Columbia laws and all applicable securities regulatory authorities.

COMPOSITION

The Committee shall consist of three or more directors, at least a majority of whom shall qualify as "independent" (as such term is defined in National Policy 58-101 – *Corporate Governance Guidelines*, or as under other applicable securities laws and exchange requirements).

The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a chair by vote of a majority of the full Committee membership.

MEETINGS

The Committee shall meet at least once per year at the request of the Chair. In addition, a meeting may be called by any director. A majority of Committee members present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum. The Committee may by specific invitation have other resource persons in attendance including such officers, directors and employees of the Company and its subsidiaries, and other persons as it may see fit.

The Chair of the Committee shall report periodically the Committee's findings and recommendations to the Board.

RESOURCES AND AUTHORITY

The Committee shall have access to such officers and employees of the Company and its subsidiaries and to such information with respect to the Company and its subsidiaries as it considers being necessary or advisable in order to perform its duties and responsibilities.

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and resources, as it deems advisable, at the expense of the Company.

RESPONSIBILITIES

Chair

To carry out its oversight responsibilities, the Chair of the Committee shall undertake the following:

- provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;

- chair meetings of the Committee (unless not present, including in camera sessions), and reports periodically to the Board on the findings, activities and any recommendations of the Committee;

- ensure that the Committee meets on a regular basis and at least once per year;

- act as liaison and maintain communication with the Chair of the Board (or Lead Director, if an individual other than the Chair) and the Board to optimize and coordinate input from Board members, and to optimize the effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;

- report annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole;

- oversee the structure, composition, membership and activities delegated to the Committee;

- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approve work to be done for the Committee by consultants;

- facilitate effective communication between members of the Committee and management; and

- perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

Committee

To carry out its oversight responsibilities, the Committee shall undertake the following:

Oversight of Corporate Governance Practices

- monitor compliance with the Company's corporate governance policies

- conduct a periodic review of the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and Committee effectiveness;

- together with the Audit Committee, develop an appropriate code of business conduct and ethics (collectively, the "Code of Conduct") for the Company and review such Code of Conduct and approve changes, if necessary, on an annual basis;

- assist the Board in monitoring compliance with the Company's Code of Conduct;

- propose agenda items and content for submissions to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance;

- conduct a periodic review of the relationship between management and the Board;

- oversee management's response to corporate governance issues as they arise;

- review on an ongoing basis the Company's approach to governance, and recommend the establishment of appropriate governance policies and standards in light of securities regulatory and stock exchange requirements;

- review corporate governance practices disclosure in any report which describes such practices;

- violations of the Code of Conduct may be reported in writing on a confidential basis to the Chair of the Committee. If such violations involve accounting matters, the Chair shall refer such violations to the Complaints Officer (as designated by the Company's Audit Committee) or, if none is designated, the Chair of the Audit Committee. The Chair of the Committee will investigate each matter so reported and recommend corrective disciplinary actions to the Board, if appropriate, up to and including termination of employment;

- oversee the structure, composition, membership and activities of the Board and its committees, including:

    - annually review, and recommend to the Board, the establishment or abolition of committees of the Board, the size and composition thereof, appointments to each committee and any change to committee terms of reference;

    - consider the skill set, experience, functional expertise, qualities and diversity (including gender, age, ethnicity, and geographic background) of individual Board members;

    - review annually the mandates and charters of the Board and each Board committee and all policies related to governance of the Company, and approve amendments as it believes are necessary or desirable; except, changes to the charter of the Committee shall be submitted to the Board for approval;

    - ensure effective communication between management and the Board, particularly with respect to the provision of information to directors in a timely manner;

- develop and recommend procedures to permit the Board to function independently of management, including procedures to permit the Board to meet on a regular basis without members of management present; and

- review requests from individual directors who wish to retain a non-management advisor and where appropriate, authorize such request.

Evaluation of the Board

- Together with the Chair of the Board, conduct at least annually an evaluation of the effectiveness of the Board and its committees and recommend any changes to the composition of the Board, and an annual evaluation of the overall performance and effectiveness of individual directors.

Recruitment and Education of Directors

- Develop qualification criteria for Board members and determine Board size (considering goals for Board composition and individual qualifications), and evaluate potential candidates in accordance with established criteria and in consultation with the Chair of the Committee and CEO;

- annually (and more frequently, if appropriate) recommend to the Board candidates for presentation to the shareholders at each annual meeting of shareholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of shareholders;

- encourage diversity in the composition of the Board;

- develop and annually review orientation and education programs for new directors and provide ongoing education for all directors; and

Succession Planning

- Together with the Chair of the Board, review annually and recommend to the Board management's succession plan including provisions for appointing, training and monitoring senior management and the appropriateness of the current and future organizational structure of the Company.

Last reviewed and approved by the Board on November 12, 2026.