TUDOR GOLD CORP.
COMPENSATION COMMITTEE CHARTER

ROLE AND OBJECTIVE

The Compensation Committee (the "**Committee**") is appointed by and reports to the board of directors (the "**Board**") of Tudor Gold Corp. (the "**Company**"). The Committee shall assist the Board in discharging the Board's oversight responsibilities relating to the attraction, compensation, evaluation and retention of key senior management employees, and in particular the Chief Executive Officer (the "**CEO**"), with the skills and expertise needed to enable the Company to achieve its goals and strategies at fair and competitive compensation and appropriate performance incentives.

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, all 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).

MEETINGS

The Committee shall meet at least once a 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, activities 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 to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;

- act as liaison and maintain communication with 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;

- 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;

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

The Committee

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

- annually review and approve corporate goals and objectives relevant to the CEO and senior executive officer compensation, evaluate the performance of the CEO and each senior executive officer's performance in light of those goals and objectives, and recommend to the Board for approval the compensation level for the CEO and each senior executive officer based on this evaluation;

- administer and make recommendations to the Board regarding the adoption, amendment or termination of the Company's incentive compensation plans and equity-based plans (including specific provisions) in which the CEO and senior executive officers may participate including option grants under any such incentive plan;

- recommend to the Board compensation and expense reimbursement policies for directors;

- review and approve employment agreements, severance arrangements and change in control agreements and other similar arrangements for the CEO and senior executive officers;

- compare on an annual basis the total remuneration (including benefits) and the main components thereof for the senior executive officers with the remuneration practices in the same industry;

- establish levels of director compensation, including retainers, meeting fees, equity-based plans and other similar components of director compensation for Board approval, based on reviews of director compensation of comparable companies;

- review and recommend to the Board for its approval disclosure regarding executive and director compensation in the management proxy circular and in any offering documents prior to their public release;

- review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Corporate Governance and Nominating Committee for its approval; and

- perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

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