GALANTAS GOLD CORPORATION

Mandate for the Non-Executive Chair of the Board of Directors

Purpose

This mandate describes the appointment, role and responsibilities of the individual serving as the non-executive Chair of the Board of Directors (the "**Board**") of Galantas Gold Corporation (the "**Company**"). Where a split role exists between the non-executive Chair of the Board and Chief Executive Officer of the Company (the "**CEO**"), there is a division of responsibilities between such roles. As such, the non-executive Chair of the Board is responsible for the leadership of the Board and the overall effectiveness of the Board and its individual directors, allowing the CEO to focus on managing the Company. The non-executive Chair of the Board does not serve as supervisor of the CEO but acts in an advisory or mentorship capacity and sounding board to the CEO, and to other officers, with regard to matters concerning the interests of the Board and the Company as a whole.

The non-executive Chair of the Board will be an independent member of the Board as determined with reference to the independence criteria set out in applicable law.

The non-executive Chair of the Board is appointed annually by the members of the Board and serves at the pleasure of the Board until such time as his or her successor is appointed.

The non-executive Chair of the Board will have the competencies and skills required by the Board.

Responsibilities

The non-executive Chair of the Board is responsible for the management, development and effective functioning of the Board, providing leadership on Board administration and communications between independent directors as necessary, and in a manner consistent with the approach to corporate governance established from time to time by the Board.

To assist in fulfilling the responsibilities set out in this mandate, the non-executive Chair of the Board, shall have unrestricted access to management of the Company.

In addition to carrying out special assignments at the request of the CEO or the Board, or any of its committees, the non-executive Chair of the Board shall:

(a) in consultation with the CEO, plan and organize the activities of the Board with regard to:

  (i) the agenda for, frequency of, preparation for, and the conduct of, Board meetings; and

  (ii) the quality, quantity and timeliness of information, including information requested by any director;

(b) in consultation with the CEO, the non-executive Chair of the Board shall also:

  (i) chair Board meetings and ensure that all Board and committee members understand and discharge their respective duties, and that all Board and committee functions are effectively carried out;

  (ii) ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns;

(iii) encourage free and open discussion to ensure that meetings are conducted in such a manner that encourages all directors to participate;

(iv) ensure management's strategies, plans and performance are appropriately presented to the Board; and

(v) facilitate ongoing formal and informal communication with and among directors and management;

(c) in consultation with management, respond to shareholder concerns regarding governance issues or other issues relating to the Board and facilitate engagement with shareholders regarding governance matters where appropriate;

(d) chair sessions of independent directors, ensuring adequate opportunities to discuss issues without management and non-independent directors present, and provide feedback to the CEO where appropriate;

(e) ensure that an appropriate system is in place to evaluate the performance of the Board as a whole as well as that of its committees and individual directors, including the position of Chair of the Board, through processes of regular peer review and annual evaluation, and consider the results of such evaluations in connection with Board renewal, succession planning and director development;

(f) where Board functions have been delegated to committees, ensure that results are reported to the Board;

(g) attend, as a non-voting participant, meetings of any committee of the Board that he or she is not a member of, at his or her discretion;

(h) review any applicable changes in the circumstances of individual directors and make any appropriate recommendations to the Corporate Governance and Nominating Committee of the Company, based on results of such review, as necessary;

(i) chair meetings of shareholders;

(j) facilitate the Board's efforts to create and maintain practices that respond to feedback from shareholders and other stakeholders;

(k) represent the Board in connection with communications with regulators, when required;

(l) in consultation with management and the Board, represent the Board in communications with significant shareholders and other stakeholder groups with regard to governance related matters;

(m) assist, at the request of the Chair of the Audit Committee, the Audit Committee or the Board, in the consideration of complaints, concerns or reports submitted pursuant to the Company's Whistle-Blower and Complaints Policy or the Code of Business Conduct and Ethics, other than complaints involving the non-executive Chair of the Board, and provide such assistance as may be requested in connection with any investigation or resolution thereof;

(n) in consultation with the Corporate Governance and Nominating Committee of the Company, the non-executive Chair of the Board should review the committees of the Board, the Chairs of such

committees and the mandates of such committees and make such recommendations thereon to the Board as considered advisable;

(o) in consultation with the members of each committee of the Board, establish dates for holding meetings of such committees;

(p) provide input to the Chair of each committee of the Board on the agenda for each meeting of the committee;

(q) maintain communication with the Chairs of each of the committees of the Board to assist with optimizing the effectiveness of the committee;

(r) together with the Chair of the Corporate Governance and Nominating Committee, assist the Board, the committees of the Board, individual directors and the officers of the Company in understanding and complying with the approach to corporate governance of the Company established by the Board from time to time, including policies and practices relating to Board diversity, Board renewal and succession planning; and

(s) together with management and the Board, monitor the conduct of the business of the Company to ensure that it is being conducted in a manner consistent with a commitment to core values (including entrepreneurial spirit, zero harm, respect and integrity, and operational excellence).

In addition to the foregoing, the non-executive Chair of the Board shall, as requested by management or the Board, perform functions as may be ancillary to the duties and responsibilities described above.

Approved: October 27, 2026