GALANTAS GOLD CORPORATION

Charter of the Corporate Governance and Nominating Committee

Purpose

The main purpose of the Corporate Governance and Nominating Committee (the "**Committee**") is to provide a focus on governance that will enhance Galantas Gold Corporation's (the "**Company**") performance, to assess and make recommendations regarding the Board of Directors' (the "**Board**") effectiveness and to establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors.

Composition

1. The Committee shall be composed of not fewer than two directors and not more than five directors, as shall be designated by the Board from time to time.

2. The Chair of the Committee (the "**Chair**") shall be designated by the Board or the Committee from among the members of the Committee.

3. The Committee shall comply with all applicable securities laws, instruments, rules and policies and regulatory requirements (collectively, "**Applicable Laws**"), including those relating to composition and independence. Each member of the Committee shall be independent within the meaning of National Policy 52-110 *Audit Committees*.

Meetings

4. The Committee shall meet at least once in each financial year of the Company. The Committee shall meet otherwise at the discretion of the Chair, or a majority of the members of the Committee, or as may be required by Applicable Laws.

5. A majority of the members of the Committee shall constitute a quorum. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the appointed date of the meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, then, at the discretion of the members then present, the quorum for the adjourned meeting shall consist of the members then present (a "**Reduced Quorum**").

6. If and whenever a vacancy shall exist in the Committee, the remaining members of the Committee may exercise all powers and responsibilities of the Committee so long as a quorum remains in office or a Reduced Quorum is present in respect of a specific Committee meeting. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

7. The Committee shall hold an in camera session without any officers present at each meeting of the Committee, unless such a session is not considered necessary by the members present.

8. The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be

called by notice, which may be given by written notice, telephone, facsimile, email or other electronic communication at least 48 hours prior to the time of the meeting. However, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone or web conference or other communication equipment, or if those absent waive notice or otherwise signify their consent to the holding of such meeting.

9. Members may participate in a meeting of the Committee by means of telephone, web conference or other communication equipment.

10. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside. The Chair (or other Committee member, as applicable) presiding at any meeting shall not have a casting vote.

11. The Committee shall keep minutes of all meetings, which shall be available for review by the Board. Except in exceptional circumstances, draft minutes of each meeting of the Committee shall be circulated to the Committee for review within 14 days following the date of each such meeting.

12. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.

13. The Committee may invite such other directors, officers and employees of the Company and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall, and who shall not, be present at any time during a meeting of the Committee.

14. Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision.

15. The Committee shall report its determinations and recommendations to the Board.

Responsibilities

16. Subject to the powers and duties of the Board, the Committee will:

    (a) annually review the Board's relationship with management to ensure the Board is able to, and in fact does, function independently of management;

    (b) develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration, among other matters, the following:

        (i) the independence of each director;

        (ii) the competencies and skills the Board, as a whole, should possess;

(iii) the current strengths, skills and experience represented by each director, as they affect Board dynamics;

(iv) retirement dates;

(v) the appropriate size of the Board, with a view to facilitating effective decision-making; and

(vi) the diversity of the Board;

(c) review and make recommendations to the Board regarding Board renewal practices and strategies, including director tenure, succession planning and the identification of prospective director candidates;

(d) develop recommendations regarding the essential and desired experience and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans;

(e) develop and implement a process to handle any nominees for director who are recommended by securityholders;

(f) review periodically the Company's policies and practices relating to Board diversity and diversity in senior management (including with respect to gender, age, geography, members of minority groups and persons with disabilities) and review any related disclosure made by the Company;

(g) in conjunction with the Board Chair and the Chief Executive Officer ("**CEO**"), recommend to the Board nominees for election to the Board, considering what competencies and skills each nominee will bring to the Board, their past business experience, their integrity, their industry knowledge, their ability to contribute to the success of the Company, any past experience of directors or management with potential candidates, their expected contribution to achieving an overall Board which can function as a high-performance team with sound judgment and proven leadership, as well as whether or not they can devote sufficient time and resources to his or her duties as a Board member, the diversity of the Board, and any other factors as may be considered appropriate;

(h) review annually, for Board approval, the Company's policies and procedures and the charters, mandates and roles, as the case may be, for the Board, the Board Chair, the CEO, and committees of the Board;

(i) in conjunction with the Board Chair and the CEO, assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings, and make recommendations to the Board as required;

(j) in conjunction with the Board Chair and the CEO, recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations as required;

(k) review periodically management's succession plans for the CEO and other executive officers and report to the Board thereon;

(l) review, monitor and make recommendations to the Board regarding the orientation and education of directors;

(m) annually review the Company's directors' and officers' third-party liability insurance to ensure adequacy of coverage;

(n) review the Board's need for formal Board, committee and individual director evaluation processes; and develop and implement appropriate processes;

(o) review and approve the request of an individual director to engage independent counsel in appropriate circumstances, at the Company's expense;

(p) with regard to the Company's Code of Business Conduct and Ethics (the "**Code**"):

(i) review and update periodically the Code and ensure that management has established a system to enforce the Code;

(ii) review actions taken to ensure compliance with the Code and the results of confirmations and violations of such Code;

(iii) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines; and

(iv) ensure that any departures from the Code by a director or senior officer that constitute a "material change" within the meaning of National Instrument 51-201 *Disclosure Standards*, are reported in a manner that fully meets regulatory requirements;

(q) under the authority of the Board, with respect to the boards of directors of unrelated companies which operate for profit and which compensate members of their boards and/or significant commitments with respect to non-profit organizations:

(i) review a limit on the number of such boards on which individual members of executive management may participate; and

(ii) receive notice of proposed membership by a member of executive management and, upon consultation with the CEO, have a right to object to such membership;

(r) annually compare the Company's corporate governance practices against those recommended or required by any applicable regulator or stock exchange. Ensure the Company meets all requirements, and where the Company's practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Company;

(s) recommend to the Board any reports on corporate governance that may be required or considered advisable; and

(t) at the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.

Accountability

17. The Chair has the responsibility to report to the Board, as requested, on governance and nomination matters relative to the Company.

18. The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

Approved: October 27, 2026