

TRIBECA RESOURCES CORPORATION
(the “Corporation”)

**COMPENSATION, CORPORATE GOVERNANCE AND NOMINATING
COMMITTEE CHARTER**

1. PURPOSE AND SCOPE

The primary function of the Compensation, Corporate Governance and Nominating Committee (the “**Committee**”) of the board of directors of the Corporation (the “**Board**”) with respect to compensation matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) discharging the Board’s responsibilities relating to the compensation of the Corporation’s executive officers, (ii) administering the Corporation’s incentive compensation and equity-based plans, and (iii) assisting the Board with respect to management succession and development. The Committee shall review and make recommendations to the Board on an annual basis regarding (A) company-wide compensation programs and practices, (B) all aspects of the remuneration of the Corporation’s executive officers and directors, and (C) equity-based plans and any material amendments thereto (including increases in the number of securities available for grant as options or otherwise thereunder).

The primary function of the Committee with respect to nomination and governance matters is to exercise the responsibilities and duties set forth below, including but not limited to: (i) advising the Board on corporate governance in general, (ii) identifying candidates to act as directors of the Corporation, (iii) recommending to the Board qualified candidates to nominate as a director of the Corporation for consideration by the shareholders of the Corporation at the next annual meeting of shareholders (“**Annual Meeting**”), (iv) overseeing and assessing the functioning of the Board and the committees of the Board, and (v) developing and recommending to the Board, and overseeing the implementation and assessment of, effective corporate governance principles.

2. PROCEDURES, POWERS, COMPOSITION AND MEETINGS

The Committee shall have the following procedures, powers, composition and meetings:

- a) The Committee shall be composed of at least three directors as shall be designated by the Board from time-to-time, the majority of whom shall meet any independence requirements of Sections 1.4 and 1.5 of *National Instrument 52-110 – Audit Committees* of the Canadian Securities Administrators, any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation (each, a “**Regulatory Body**” and, collectively, the “**Regulatory Bodies**”). One member of the Committee shall be designated by the Board to serve as chairperson (the “**Chair**”). The members of the Committee shall be selected by the Board taking into account prior experience in matters to be considered by the Committee, probable availability at times required for consideration of these matters, and their individual objectivity. All members shall have the skills or experience which are relevant to the mandate of the Committee, as determined by the Board. The members of the Committee shall serve until the earliest to occur of the date on which the appointed member shall be replaced by the Board, resign from the Committee, or leave the Board.
- b) If and whenever a vacancy shall exist, the remaining members of the Committee may

exercise all of its powers and responsibilities so long as a quorum remains in office.

- c) Meetings of the Committee shall be held from time-to-time as the Committee or the Chair thereof shall determine as necessary to perform the duties described herein upon 48 hours' notice to each of its members; provided that the Committee shall meet at least once per year. The notice period may be waived by a quorum of the Committee.
- d) A minimum of two and at least 50% of the members of the Committee present either in person or remotely shall constitute a quorum.
- e) Any member of the Committee may participate in a meeting of the Committee by means of telephone conference or other communication method that allows them to hear the proceedings and speak, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- f) The Committee shall keep minutes of its meetings which, if requested, shall be submitted to the Board. The Committee may, from time-to-time, appoint any person, who need not be a member, to act as a secretary at any meeting. Supporting schedules and information reviewed by the Committee shall be available for examination by any director of the Board.
- g) The Committee shall investigate any activity of the Corporation, including all of its subsidiaries, relating to environmental and social matters. The Committee has been, and shall be, granted unrestricted access to any information it considers to be necessary or desirable in order to perform its duties and responsibilities.
- h) The Committee may engage, set and pay the compensation, at the Corporation's expense, for persons having specialized competencies (including, without limitation, legal or other consultants and experts) and other advisors as it determines necessary to assist in fulfilling its duties and responsibilities.
- i) The Committee may invite any officers, directors, employees or advisors of the Corporation, or any of its Subsidiaries, or such other persons as it may see fit, from time to time, to attend its meetings and to take part in discussion and consideration of the affairs of the Committee, provided that the Chief Executive Officer ("CEO") and other executives may not be present during any voting or deliberations on compensation of the CEO or such other executives, respectively.
- j) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing or other electronic means (including pdf., docuSign or verified electronic authorization/signature) signed by all members of the Committee in as many counterparts as may be necessary, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.
- k) Following meetings of the Committee, the Committee, through its Chair, will report to the Board on matters considered by the Committee.

3. RESPONSIBILITIES AND DUTIES

Compensation Matters

In respect of compensation matters, to fulfill its responsibilities and duties the Committee shall:

- a) At least annually, establish a Committee work plan for a period of not less than one year.
- b) Periodically review and advise the Board (supported, in the discretion of the Committee, by internal or external experts) on (i) current trends in regional and industry-wide compensation practices and (ii) how the Corporation's compensation programs and practices compare to those of comparable companies in the industry.
- c) Review and make recommendations to the Board regarding the terms and conditions, design, approval, implementation, administration and interpretation of the Corporation's compensation plans, including any equity-based compensation plans, and each amendment thereof, all subject to final approval by the Board, and take such actions in regard to such plans as may be required by the terms of the plan, provided that equity-based plans and material amendments to equity-based plans shall require shareholder approval as required under applicable laws, rules or regulations or as otherwise required by a Regulatory Body.
- d) Establish, and review annually, share ownership guidelines, if any, for the executive officers of the Corporation as appropriate.
- e) Determine the eligibility requirements applicable to participants in the Corporation's compensation plans as may be required by the terms of a plan, and evaluate the performance of each compensation plan, as required under applicable laws, rules or regulations or as otherwise required by a Regulatory Body.
- f) At least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and make recommendations to the Board regarding the annual salary, bonus, stock options, share-based awards and other benefits, direct and indirect, of the CEO.
- g) At least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the executive officers, evaluate the performance of the Corporation's executive officers and make recommendations to the Board regarding the annual salary, bonus, stock options, share-based awards and other benefits, direct and indirect, of the executive officers.
- h) At least annually, review, in conjunction with the Audit Committee, incentive compensation arrangements to confirm they do not encourage inappropriate or unintended risk taking and do not involve risks that are reasonably likely to have a material adverse effect on the Corporation.
- i) At least annually, review and discuss the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate such risk.
- j) At least annually, review on a periodic basis the operation of the Corporation's executive

compensation programs to determine whether they are properly coordinated and administered.

- k) At least annually, review policies in the area of management perquisites.
- l) Oversee management succession planning and make appropriate recommendations to the Board at least annually regarding the appointment and succession of the Corporation's executive officers.
- m) Form and delegate authority to subcommittees where appropriate.
- n) On a periodic basis, as determined necessary or advisable, retain the services of a compensation consultant. The Committee shall approve in advance any other work the consultant performs at the request of management and ensure compliance with the requirements established by Regulatory Bodies related to the retaining and using of such consultants.
- o) Oversee the Corporation's compliance with any rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Corporation.
- p) Review and discuss with management the Corporation's Statement of Executive Compensation, including the compensation discussion and analysis and the related executive compensation information, to be included in the Corporation's management information circular and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Corporation.
- q) Perform such additional functions as shall be assigned to it by resolution of the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this Charter.
- r) Review, consider, and recommend to the Board (if deemed advisable) all employment, severance or change in control agreements with, and any special or supplemental benefits provided to, any executive officers or directors of the Corporation. The Committee will review the impact of any potential material transaction, such as a merger, acquisition, or spin-off, on the Corporation's compensation plans.

Board Composition and Director Nominations

The Committee shall identify and recommend to the Board qualified director nominees for election at the Annual Meeting.

The Committee shall:

- a) review from time to time the size, composition, operation, practice and tenure policies of the Board;
- b) develop and review periodically the standards to be applied in making determinations as to the presence or absence of material relationships between a director and the Corporation;
- c) review annually the competencies, skills and personal qualities required of directors in

order to add value to the Corporation, in light of:

- i. the opportunities and risks facing the Corporation and the Corporation's proposed strategy;
 - ii. the need to ensure that a majority of the Board comprises "independent" directors; and
 - iii. the Corporation's corporate governance guidelines and Board policies with respect to, among other things, diversity, director tenure, retirement and succession and the number of boards on which directors may sit;
- d) review periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and review any significant change in the primary occupation of the director; and
 - e) in light of (a), (b), (c) and (d) above, make recommendations for changes, if any, to the composition of the Board.

The Committee shall recruit and consider candidates for nomination as a director, including any candidates recommended by shareholders, having regard to the background, employment and qualifications of possible candidates. The Committee shall:

- a) consider whether the candidate's competencies, skills and personal qualities are aligned with the Corporation's needs and any criteria for selecting new directors established by the Board;
- b) consider the commitment of time and resources that the candidate is able to devote to the Corporation as a member of the Board in light of what the Corporation expects from the candidate;
- c) consider the recommendations of the Chair of the Board, if any; and
- d) ensure the candidate understands the demands and expectations of being a director of the Corporation.

Director Protection

The Committee shall receive a report from management with respect to the directors and officers' insurance policy of the Corporation and make recommendations for its renewal or amendment or the replacement of the insurer.

Chief Executive Officer and Other Executive Officers

The Committee shall make recommendations to the Board on the selection and evaluation of the CEO and other executive officers, including in respect of the integrity of the CEO and other executive officers, after considering the recommendations of the Chair of the Board, if any, on such matters.

Corporate Governance

The Committee is responsible for reviewing at least annually the Corporation's approach to governance issues and shall make recommendations to the Board in respect of revisions to the Corporation's corporate governance guidelines to ensure compliance with applicable securities laws and industry standards. The Committee shall make recommendations to the Board respecting the number of boards on which directors may sit and Board policies with respect to director diversity, tenure, retirement and succession.

The Committee shall approve, in appropriate circumstances, the engagement of an outside advisor by an individual director at the expense of the Corporation.

Insider Trading and Public Disclosure

The Committee shall review any changes recommended by management regarding the Corporation's Public Disclosure Policy, if any, and revise as necessary the Corporation's Insider Trading Policy.

The Committee shall periodically review management's systems and practices for ensuring that all directors and officers of the Corporation who are required to do so file insider reports in connection with any trade of securities of the Corporation or any derivative transaction which results in the effective disposition of the individual's economic interest in a security of the Corporation within the time period in which such reports are required to be filed.

Director Orientation and Continuing Education

The Committee shall provide such information to new members of the Board so as to ensure that such directors are familiar with the Corporation's business and procedures of the Board. Information may include the Corporation's corporate and organizational structure, recent filings and financial information, governance documents and important policies and procedures. The Committee shall ensure that every director possesses the capabilities, expertise, availability and knowledge required to fill their position adequately. From time to time, the Committee shall arrange on-site tours of the Corporation's operations.

The Committee shall ensure that all new directors receive a comprehensive orientation seminar or package so that they fully understand the role of the Board and its committees, as well as the contributions individual directors are expected to make.

The Committee shall provide continuing educational opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Corporation's business remains current.

Board Evaluations

The Committee shall annually review and make recommendations to the Board for changes to the mandate of the Board and the position description of the Chair of the Board.

The Committee shall conduct annual surveys of directors with respect to their views on the effectiveness of the Board, the Chair of the Board, each committee of the Board and its chair and the contribution of individual directors.

The Committee shall evaluate the performance of the Chair of the Board, having regard for the position description for the Chair of the Board and their attendance at Board and Board committee meetings and

overall contribution.

The Committee shall also annually assess the effectiveness of the Board as a whole and each committee of the Board, including the Committee, and make recommendations to the Board.

Operations of the Board

The Committee shall assess the needs of the Board and make recommendations with respect to rules and guidelines governing and regulating the affairs of the Board, including:

- a) the frequency and location of Board and committee meetings;
- b) procedures for establishing meeting agendas and the conduct of meetings;
- c) the adequacy and quality of the information provided to the Board prior to and during its meetings; and
- d) the availability, relevance and timeliness of discussion papers, reports and other information required by the Board.

Board Committees

At the first meeting of the Board following each Annual Meeting, the Committee shall recommend to the Board the allocation of directors to each of the Board committees. Thereafter, when a vacancy occurs at any time in the membership of any Board committee, the Committee shall recommend a particular director to the Board to fill such vacancy.

Board Independence

The Committee shall monitor and assess the relationship between the Board and management, defining the limits to management's responsibilities and making such recommendations as it may deem necessary with a view to ensuring that the Board is able to function independently of management.

Reporting and Disclosure Requirements

The Committee shall annually prepare, review and approve the corporate governance report to be given in either the annual information form or the proxy circular prepared in connection with the Annual Meeting. The corporate governance report shall describe the corporate governance practices of the Corporation with reference to the reporting requirements of any stock exchange on which the common shares of the Corporation are listed, National Instrument 58-101 *Disclosure of Corporate Governance Practices*, and any other applicable securities laws.

Stakeholder Engagement

The Committee shall implement and oversee procedures by which shareholders may provide feedback directly to any individual director, including the independent directors as a group, the Board or any Board committee and by which any interested party may communicate directly with the Chair of the Board and the independent directors.

4. GENERAL

The Committee shall undertake on behalf of the Board such other corporate governance initiatives as may be necessary or desirable to enable the Board to provide effective corporate governance for the Corporation and contribute to the success of the Corporation and enhance shareholder value.

Notwithstanding the foregoing and subject to applicable laws, nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

Notwithstanding the foregoing and subject to applicable laws, the Committee may delegate authority to one or more members or subcommittees when deemed appropriate, provided that the actions of any such members or subcommittees must be reported to the full Committee no later than at its next scheduled meeting.

The Committee is a committee of the Board and it is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to security holders of the Corporation or any other liability whatsoever.

5. THIS CHARTER

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. Each year the Committee shall review its performance with reference to this Charter.

The Committee shall ensure that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements in the proxy circular prepared in connection with the Annual Meeting or annual report of the Corporation.

6. CURRENCY OF THIS CHARTER

This Charter was adopted by the Board on August 25, 2023.