**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE MANDATE ("Mandate")**

(as adopted by the board of directors (the "Board") on October 27, 2026)

## 1. PURPOSE

The overall purpose of the Corporate Governance and Nominating Committee (the "**CGN Committee**") is to focus on corporate governance matters for Valiente Resources Inc. (the "**Corporation**"). The CGN Committee shall, on behalf of the Board and the shareholders of the Corporation, seek effective corporate governance for the Corporation.

## 2. DUTIES AND RESPONSIBILITIES

The CGN Committee has the general responsibility of overseeing the Corporation's governance matters, including management's development and implementation of related strategies and approaches, and management's subsequent monitoring of execution and compliance, as applicable. Without limiting the generality of the foregoing, the CGN Committee shall be responsible for the following specific matters:

### A. Corporate Governance

- overseeing the Corporation's response to applicable rules, policies and guidelines respecting corporate governance matters;
- assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors on a periodic basis, which will include monitoring the quality of the relationship between management and the Board and recommending any improvements, if necessary. This assessment will consider, in the case of the Board or a committee of the Board, its mandate or charter and, in the case of individual directors, the applicable position description as well as the competencies and skills each individual director is expected to bring to the Board;
- ensuring that, where necessary, appropriate structures and procedures are in place to ensure that the Board can function independently of management and to facilitate open and candid discussion among its independent directors;
- preparing or reviewing any disclosure that must be made or approved by the Board that relates to corporate governance matters;
- periodically examining the size of the Board, with a view to determining the impact of the number of directors upon effectiveness, and making recommendations where appropriate to the Board as to any changes the CGN Committee determines to be

appropriate to reduce or increase the number of directors to a number which facilitates more effective decision making;

- identifying individuals qualified to become new Board members, including seeking out highly qualified diverse individuals, including members of the "designated groups"[1] to include in the pool from which board nominees are evaluated and chosen, and recommending to the Board the director nominees for the next annual meeting of shareholders;
- assessing directors on an ongoing basis;
- developing, with the assistance of management, an orientation and education program for new recruits to the Board, where necessary; and
- considering questions as to the appropriateness of a director engaging an outside advisor at the expense of the Corporation in the circumstances required by applicable policies of the Board.

**B. Diversity**

As part of its oversight of board and executive officer succession and its commitment to diversity, the CGN Committee shall, on an annual basis, monitor and review the Corporation's Diversity Policy and report to the Board with respect to any recommended material changes for the Board's consideration and, if determined, its approvals.

## 3. COMPOSITION, PROCEDURES AND ORGANIZATION

The members of the CGN Committee shall be appointed by the Board from its members from time to time, provided that the CGN Committee shall have at least three members. The Board and the CGN Committee shall endeavour to ensure that a majority of the members of the CGN Committee are independent within the meaning of National Policy 58-201. In making its recommendations for nominees for director, the CGN Committee will consider and advise the Board as to:

- the competencies and skills that the CGN Committee considers to be necessary for the Board, as a whole, to possess;
- the competencies and skills that the CGN Committee considers each existing director to possess;
- the competencies and skills each new nominee will bring to the Board; and

[1] "Designated groups" means women, Aboriginal peoples, persons with disabilities, and members of visible minorities, as defined under the Employment Equity Act (Canada). Available at: https://laws-lois.justice.gc.ca/eng/acts/e-5.401/FullText.html

- alignment of the Board with the Corporation's Diversity Policy.

The CGN Committee will also consider and advise the Board whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

The CGN Committee shall meet as frequently as necessary but, in any event, at least three times annually in order to fulfill the responsibilities described above and shall provide a report of the meeting to the Board at the next Board meeting. A quorum for the CGN Committee shall be two members.

## 4. TERM OF CGN COMMITTEE MEMBERS

The members of the CGN Committee shall be appointed annually at the first meeting of the Board after each annual meeting of shareholders, and shall hold office until (a) the next annual meeting of shareholders, (b) they are removed by the Board, or (c) they cease to be directors of the Corporation.

## 5. VACANCIES

Where a vacancy occurs at any time in the membership of the CGN Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the CGN Committee is fewer than three directors. The Board may remove and replace any member of the CGN Committee.

## 6. AUTHORITY TO ENGAGE

The CGN Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

## 7. REVIEW OF MANDATE

The CGN Committee shall review this Mandate annually and make recommendations with respect to any material changes to the Board for consideration and approval.

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