COMPENSATION COMMITTEE MANDATE

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

RESPONSIBILITIES

The following is a description of the mandate and responsibilities of the Compensation Committee of Valiente Resources Inc. (the "**Corporation**").

The Compensation Committee of the Corporation shall review and make recommendations to the Board with respect to executive compensation matters and, without limiting the generality of the foregoing, shall be responsible for the following matters:

a. to annually evaluate the performance of the President and Chief Executive Officer of the Corporation;
b. to annually review the compensation of the President and Chief Executive Officer of the Corporation, including annual, long-term and other compensation;
c. to annually review the compensation of senior management and other executive officers of the Corporation, including annual, long-term and other compensation, having regard to the recommendations made by President and Chief Executive Officer;
d. to annually review the compensation of directors in light of their responsibilities, time commitment, legal and regulatory exposure and market practice;
e. to consider the implementation of short- and long-term incentive plans, proposed by management, and make recommendations to the Board with respect to the same and to annually review such plans after their implementation;
f. to review any other benefits plan proposed by management and to make recommendations to the Board with respect to their implementation;
g. to review and make recommendations to the Board regarding the implementation of any compensation-related policies the Corporation may adopt from time to time; and
h. to review the executive compensation disclosure prior to its public release by the Corporation and recommend its approval to the Board.

The Compensation Committee shall meet as frequently as necessary in order to fulfill the responsibilities described above, and in any event at least annually.

The members of the Compensation Committee shall be appointed by the Board from its members from time to time, provided that the Compensation Committee shall have at least three members. The Board and the Compensation Committee shall endeavour to ensure that the Compensation Committee is comprised of directors, the majority of whom are independent within the meaning of National Policy 58-201 – *Effective Corporate Governance.*

A quorum for the transaction of business at any meeting of the Compensation Committee shall be two members.

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