

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary objective of the Nominating & Corporate Governance Committee (the “**Committee**”) of Maple Gold Mines Ltd. (the “**Company**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its oversight responsibilities by (a) identifying individuals qualified to become Board and Board Committee members and recommending that the Board select director nominees for appointment or election to the Board; (b) developing and recommending to the Board environmental, social and corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices; and (c) establish such permanent or ad hoc committees as it deems necessary for the purposes of assisting in the corporate governance of the Company.

II. ORGANIZATION

The Committee shall consist of a minimum three (3) or more directors as determined and appointed by the Board. A majority of the members of the Committee shall be independent directors, each of whom shall satisfy the laws governing the Company and the independence requirements of applicable securities law, stock exchange and any other regulatory requirements.

All members shall have a working familiarity with corporate governance practices. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a director of the Company.

III. MEETINGS

The Committee shall meet as many times as the Committee deems necessary to carry out its duties effectively, but not less frequently than two (2) times per year with additional meetings as the Committee or the Chairperson of the Committee shall determine. The Committee may ask members of management or others to attend meetings or to provide information as the Committee deems necessary.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee.

The Chairperson shall preside at all meetings of the Committee at which he or she is present and shall develop the agenda for each Committee meeting. The agenda for each meeting of the Committee shall be delivered to each member of the Committee within a reasonable period of time prior to any meeting of the Committee, together with such other materials as the Chairperson determines necessary.

The Chairperson shall appoint a secretary at each meeting who shall provide a written record of the events and decisions of all meetings in the form of minutes.

The Committee shall evaluate its own performance at least annually and make recommendations relating to its function to the Board.

The Chairperson of the Committee shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee. Meeting minutes, resolutions and meeting agendas will be made available to individual directors upon request.

IV. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities, the Committee shall:

1. Provide oversight to ensure the Company's compliance with legal and regulatory requirements, including health, safety, environment and corporate governance.
2. Support management in adopting best practices for corporate governance, prompting a healthy and safe work environment, and ensuring environmentally sound and socially responsible resource development.
3. Examine and adjust the size and composition of the Board to facilitate effective decision making, ensuring the representation of necessary competencies and characteristics.
4. Identify and recommend qualified individuals for Board and committee membership, including director nominees.
5. Recommend potential successors to the role of the Chief Executive Officer.
6. Establish appropriate structures and procedures for Board independence from management, providing a forum without management present for expressions of concern.
7. Review time commitments of non-executive directors, establish induction and continuing education programs for directors, and ensure succession plans maintain a balanced skill set on the Board.
8. Recommend the removal of directors for cause and assess the Board's performance annually.
9. Establish, review and recommend corporate governance policies and procedures, aligning practices with Company values and long-term objectives, and reviewing proposed changes to the Company's articles and by-laws.
10. Ensure systems verify compliance with regulatory, governance and disclosure requirements, oversee the implementation of the Diversity Policy and fulfill related obligations.
11. Review the scope of potential health and safety, environmental and social responsibility liabilities and the adequacy of the Company's management systems to manage these liabilities.

12. Make periodic visits to Company locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health and safety, environment and social responsibility.
13. Encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in any health and safety, environment, and social responsibility policies are being adhered to and achieved;
14. Assist the Board in dealing with conflict-of-interest issues as per the Company's Code of Business Conduct and Ethics and consider and authorize, if advisable, the retention of outside advisors by individual directors.
15. Review and reassess this Charter annually, report regularly to the Board.
16. Perform activities consistent with this Charter, the Company's articles and by-laws and governing law.
17. Oversee evaluations of the Board and the Company's management.

V. RESOURCES

The Committee has the authority to retain outside advisors, including the authority to determine the terms of reference and the extent of funding necessary for the payment of compensation to any consultant retained to advise the Committee or any committee appointed by the Committee.

VI. APPOINTING NEW DIRECTORS

In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider (i) the independence of each nominee; (ii) the experience and background of each nominee; (iii) having a balance of skills for the Board and its committees to meet their respective mandates; the past performance of directors being considered for re-election; (v) applicable regulatory requirements; and (vi) such other criteria as may be established by the Board or the Committee from time to time.

Each nominee will be considered on the basis of merit and suitably extensive enquiries to find qualified candidates should be made, including:

- regularly assessing and identifying the necessary and desirable skills, experience and knowledge for board members;
- regularly assessing and identifying the skills, experience and knowledge represented on the board;
- regularly assessing and determining the time commitment needed from each board member to adequately perform his or her duties;

- making suitable inquiries of others (which may include professional executive search and recruitment consultants) for qualified candidates;
- interviewing each candidate and conducting background and reference checks; and
- ensuring that each candidate has the necessary skills, experience and knowledge to perform his or her duties and responsibilities as a director and is able to devote the time necessary to perform those duties and responsibilities.

Approved by the Board of Directors on March 25, 2024.