



ARTICLE 1 PURPOSE

1.1 The Nominating & Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Golden Shield Resources Inc. (the “**Company**”) shall assist the Board in fulfilling its corporate governance responsibilities. The overall purpose of the Committee is (i) to oversee the development framework of rules and practices for the Company’s approach to matters of corporate governance, (ii) assess the directors on an on-going basis, and (iii) to identify and propose new qualified nominees to the Board and to review and make recommendations to the Board as to all such matters.

ARTICLE 2 COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall consist of at least three members of the Board (each a “**Committee Member**” or “**Member**”). Each Committee Member shall be an “independent director” as determined in accordance with applicable legal requirements, including the requirements of the National Instrument 52-110¹ of the Canadian Securities Administrators (“**NI 52-110**”) and the Corporate Governance Rules of the U.S. Securities Exchange Act of 1934 (as amended, the “**Exchange Act**”), as such rules are revised, updated or replaced from time to time.

2.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.3 Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chair of the Committee by majority vote of the full membership of the Committee.

2.4 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.5 The Committee shall meet at least once annually and at such times and at such locations as maybe requested by the chair of the Committee.

2.6 The Committee will conduct and review with the Board annually an evaluation of the Committee’s performance with respect to the requirements of this Charter. This evaluation should also set forth the goals and objectives of the Committee for the upcoming year. The Committee

¹ The National Instrument 52-110 may be accessed [here](#).

may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.

ARTICLE 3 ROLES AND RESPONSIBILITIES

3.1 The duties and responsibilities of the Committee as they relate to corporate governance shall be as follows:

- (a) annually review the charters of the Board of Directors and its committees and make recommendations to the Board for any amendments that the Committee feels are necessary;
- (b) ensure that the responsibilities of the Board are well understood by both the Board and management;
- (c) provide leadership and adopt any procedures to enable the Board to conduct its work effectively and efficiently;
- (d) evaluating the Company's securities reporting and trading compliance procedures and policies and approving any material changes to such procedures and policies;
- (e) reviewing and confirming the status of the independent directors on an annual basis;
- (f) recommending corporate governance policies and the Company's approach to governance issues, including its corporate governance guidelines;
- (g) reviewing and recommending to the Board, annually, disclosure respecting the Company's corporate governance practices to be included in annual report, management information circular or annual information form, which disclosure shall address the corporate governance disclosure requirements of the Canadian Securities Administrators and the Corporate Governance Rules of the U.S. Securities Exchange Act of 1934, as such rules are revised, updated or replaced from time to time.
- (h) reviewing the Company's Articles and recommending any changes to the Board; and
- (i) reviewing the minimum shareholding requirements for directors and the disclosure of the shareholdings of individual directors.

3.2 The duties and responsibilities of the Committee as they relate to nominating directors shall be as follows:

- (a) determine the competencies and skills they consider to be necessary for the Board, as a whole, to possess. In doing so, the Board should recognize that the particular competencies and skills required for the Company may not be the same as those required for another;

- (b) evaluate what competencies and skills each director of the Company possesses. The Board should note that it is unlikely that any one director of the Company will have all the competencies and skills required by the Board. Instead, the Board should consider the Board as a group, with each individual making his or her own contribution. The Board should also pay attention to the personality and other – qualities of each director of the Company, as these may ultimately determine the boardroom dynamic;
- (c) consider the appropriate size of the board, with a view to facilitating decision making;
- (d) approving an appropriate orientation and education program for new recruits to the Board of Directors and reviewing continuing education opportunities and participation by directors.

3.3 Without limiting the generality of anything in this Charter, the Committee has the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (b) to set and pay the compensation for any advisors employed by the Committee.

ARTICLE 4 EFFECTIVE DATE

4.1 This Charter was adopted by the Board on December 1, 2022.