

Banyan Gold Corp.

Corporate Governance and Nominating Committee Charter

PURPOSE

The Corporate Governance & Nominating Committee (the “**Committee**”) assists the Board of Directors (the “**Board**”) of Banyan Gold Corp. (“**Banyan**” or “**Company**”) in fulfilling its responsibilities with respect to corporate governance standards, policies and practices.

The Committee is to oversee and assess the functioning and effectiveness of the Board and to develop and recommend the implementation of effective corporate governance principles and practices.

COMPOSITION

The Committee will have two or more members, of which the majority will be “independent directors”. The independent directors will satisfy the independence requirements set forth in the Corporate Governance Rules of governing regulatory authorities and all other applicable legal and regulatory requirements, including NI 58-101.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power, at any time, to change the membership of the Committee and to fill vacancies in it, subject to the Committee continuing to satisfy the composition requirements mentioned above. The Board shall designate one member of the Committee as its Chair. If a Chair of the Committee is not designated or present at a meeting, the members of the Committee may designate a Chair for the meeting by majority vote of the Committee membership.

AUTHORITY, DUTIES AND RESPONSIBILITIES

The Committee will meet at least once a year, with authority to convene additional meetings, as circumstances require.

Any director of the Company may attend meeting of the Committee at the Committee Chair’s invitation. The Committee Chair may also invite the Company’s Chief Executive Officer or senior management, or others to attend meetings and provide pertinent information, as necessary. All meeting agendas shall include an in-camera session of independent directors without management or third parties present.

Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.

No business shall be transacted by the Committee except at a meeting where a majority of the members are present, either in person or by telephone or video conference.

The Committee may engage outside consultants to advise it in matters relating to this mandate at the Company’s expense, without the prior written approval of the Board.

The Committee’s business will be recorded in minutes of the Committee, and a report on the activities of the Committee will be made to the Board following each regularly scheduled meeting of the Committee.

Responsibilities

The Committee will carry out the following responsibilities annually:

- (a) oversee and make recommendations to the Board on developing the Company's approach to corporate governance practices;
- (b) review the corporate governance disclosure contained in the management information circular distributed to the Company's shareholders, including the statement of corporate governance practices;
- (c) oversee policies and practices relating to shareholder engagement with the Board;
- (d) oversee the introduction, implementation and administration of the Company policies requiring Board approval;
- (e) serve as a forum for individual directors of the Company with respect of matters that are not easily discussed in a meeting of the Board;
- (f) review, advise and make recommendations to the Board with respect of matters to:
 - i. the size and composition of the Board, ensuring that it comprises an appropriate number of independent directors
 - ii. the organization and responsibilities of the appropriate committees of the Board
 - iii. the evaluation process for the Board and committees of the Board, including the Chair of the Board and Chairs of the Committee
- (g) review succession plans for the CEO and each of the executive officers;
- (h) evaluate the effectiveness of the Chair in his role as Chair of the Board, as well as the individual directors;
- (i) recommend to the Board the nominees to fill vacancies on the Board or to be proposed by the Board as candidates for election as directors at the annual meeting of shareholders of the Company;
- (j) discuss qualifications, skills and competencies necessary for members of the Board, as well as skills and competencies of the Board as a whole, and recommend a desirable balance of expertise among Board members, seeking out possible candidates to fill Board positions, and aid in attracting qualified candidates to the Board;
- (k) establish an appropriate orientation and education program for new members of the Board and provide opportunities for continuing education to all directors to ensure knowledge and understanding of the Company's business remains current;
- (l) such other matters as may be referred to the Committee by the Board.

MANDATE REVIEW

The Company will review this Mandate regularly to ensure that it is achieving its purpose. Based on the results of the review, the Mandate may be revised accordingly.

Approved by the Board of Directors on December 8, 2022. Reviewed and amended on May 27, 2026.