

HERCULES METALS CORP.

CORPORATE GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE CHARTER

I. GENERAL

1. Purpose of the Committee

The purpose of the Corporate Governance, Nominating and Compensation Committee (the “**Committee**”) is to: (i) identify and recommend to the Board of Directors (the “**Board**”) of Hercules Metals Corp. (the “**Corporation**”) individuals qualified to be nominated for election to the Board; (ii) recommend to the Board the members and Chair for each Board committee; (iii) develop and recommend corporate governance principles for the Board of the Corporation; and (iv) oversee compensation and succession planning matters for the Corporation.

2. Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to engage and compensate any outside advisor at the expense of the Corporation and without Board’s approval, that it determines to be necessary or advisable to permit it to carry out its duties.

II. PROCEDURAL MATTERS

1. Composition

The Committee will be composed of a minimum of three (3) members.

2. Member Qualifications

- (a) Every Committee member must be a director of the Corporation.
- (b) Every Committee member must be “independent” as such term is defined in National Instrument 58 101 – *Disclosure of Corporate Governance Practices*.

3. Member Appointment and Removal

- (a) Members of the Committee will be appointed by the Board, based on the recommendations of the Committee. The members of the Committee will be appointed at the conclusion of each annual meeting of shareholders and will hold office until the next annual meeting or until they are removed by the Board or until they cease to be directors of the Corporation.
- (b) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee, and will be filled by the Board if the membership of the Committee falls below three (3) directors.

4. **Committee Structure and Operations**

(a) **Chair**

Each year, the Board will appoint one member of the Committee to act as Chair of the Committee (the “**Chair**”). The Chair may be removed at any time at the discretion of the Board. If in any year, the Board does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed. If the Chair is absent from any meeting, the Committee will select one of the other members of the Committee to preside at that meeting. The Chair of the Committee shall have the duties and responsibilities set forth in **Appendix “A”** hereto.

(b) **Meetings**

The Committee will meet at least annually and as many additional times as the Committee deems necessary to carry out its duties. The Chair will develop and set the Committee’s agenda, in consultation with other members of the Committee, the Board and senior management.

(c) **Notice**

- (i) Notice of the time and place of every meeting will be given in writing to each member of the Committee, the Chair of the Board, the Chief Executive Officer of the Corporation and the Chief Financial Officer of the Corporation at least **1 month** prior to the time fixed for such meeting, provided that the members of the Committee may waive notice in their sole discretion.

(d) **Quorum**

A majority of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

(e) **Attendees**

The Committee may invite such directors, officers and employees of the Corporation and advisors as it sees fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of matters relating to the Committee. During each meeting of the Committee, the Committee will also meet without management present in person or by other permitted means.

(f) **Secretary**

The Committee Chair will appoint a Secretary to the Committee who need not be a director or officer of the Corporation.

(g) **Records**

Minutes of meetings of the Committee will be recorded and maintained by the Secretary to the Committee and will be subsequently presented to the Committee for review and approval.

(h) **Liaison**

The Corporation's Chief Executive Officer or the Corporation's Chief Financial Officer will act as management liaison with the Committee.

5. Committee and Charter Review

The Committee will conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed by the Board. The Committee will conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board. The Chair of the Committee shall have accounting or related financial management experience or expertise.

The Committee will also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or any stock exchange on which the shares of the Corporation are listed and will recommend changes to the Board thereon.

6. Reporting to the Board

The Committee will regularly report to the Board on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board. The Committee will circulate to the Board copies of the minutes of each meeting held.

III. RESPONSIBILITIES

1. Corporate Governance

The Committee shall have the following responsibilities:

- a) Reviewing the Corporation's corporate governance policies and procedures on a periodic basis and making recommendations to the Board respecting amendments to the following Corporation policies, as applicable:
 - i. Mandate of the Board;
 - ii. Code of Business Conduct and Ethics; and
 - iii. Insider Trading Policy and any other policy dealing with trading in the Corporation's securities;
- b) Reviewing disclosure in the Corporation's public disclosure documents relating to corporate governance practices and recommending any necessary changes;
- c) Proposing agenda items and content for submission to the Board related to corporate governance issues and providing periodic updates to the Board on recent developments in corporate governance; and

- d) Developing and implementing an adequate process for the formal assessment annually of the performance and effectiveness of the Board, its Committees and the Board and Committee chairs.

2. Nominating and Succession

The Committee shall have the following powers and responsibilities respecting nomination and succession:

- a) In advance of each annual shareholder meeting, consider the size and composition of the Board with a view to determining the impact of the number of directors, the effectiveness of the Board and recommend to the Board, if necessary, a reduction or increase in the size of the Board;
- b) Determining the skills and qualifications necessary for individual directors and determine the expertise and skill set required of the Board as a whole in light of the Corporation's business and stage of development;
- c) Based on the determinations made under section b, recommending to the Board nominees to fill vacancies on the Board and management nominees to be recommended for election as directors at annual shareholder meetings;
- d) Seeking out candidates to fill Board positions and assist the Corporation in attracting qualified individuals to act as Board members based on the determinations made in sections a, b and c; and
- e) Establishing an orientation and education program for new members of the Board and provide opportunities for continuing education of all directors to ensure their knowledge and understanding of the Corporation's business remains current.

3. Compensation

With respect to compensation, the Committee is responsible for:

- (a) Reviewing the Corporation's overall compensation philosophy;
- (b) Addressing matters related to compensation of the Chief Executive Officer;
- (c) Making recommendations to the Board with respect to non-Chief Executive Officer and director compensation, incentive-compensation plans and equity-based plans; and
- (d) Reviewing executive compensation disclosure before the Corporation publicly discloses this information.

4. Chief Executive Officer Compensation

With respect to compensation of the Chief Executive Officer, the Committee is responsible for:

- (a) Reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation;
- (b) Evaluating the Chief Executive Officer's performance in light of those corporate goals and objectives; and

- (c) Determining or making recommendations to the Board with respect to the Chief Executive Officer's compensation level based on this evaluation.

5. Compensation of Senior Officer

In consultation with the Chief Executive Officer, the Committee will oversee the evaluation of the Corporation's senior officers and will make recommendations to the Board with respect to the total compensation package for the Corporation's senior officers other than the Chief Executive Officer.

In conducting its analysis, the Committee shall consider the compensation provided to senior officers in comparable organizations. The Committee should consider all forms of remuneration when determining the level of compensation paid to senior officers, including long term incentives and benefits. The Committee should also consider information regarding other companies, the nature of the Corporation's business, the need to obtain qualified individuals, short term and long term performance goals and actual performance and shareholder returns and evaluations and compensation in previous years.

6. Compensation of Directors

With respect to compensation of directors, the Committee shall, on an annual basis:

- (a) Review the adequacy, amount and form of the compensation to be paid to each director;
- (b) Consider whether such compensation realistically reflects the time commitment, responsibilities and risks of the directors; and
- (c) Make recommendations to the Board thereon.

IV. OTHER RESPONSIBILITIES

1. The Board and Committees of the Board

The Committee is responsible for identifying and making recommendations to the Board as to the structure of the Board and the committees of the Board to be constituted from time to time and the structure of those committees. The committees of the Board will at all times, in addition to the Committee, include an audit committee. The Committee will, at least annually, review the Board Mandate and the Charter of each committee of the Board and make recommendations to the Board with respect thereto in order to ensure that all aspects of corporate governance of the Corporation and its management and the performance of the Corporation's obligations to its shareholders, employees and members of the public are being effectively reviewed.

2. Assessment of the Board and its Committees

The Committee is responsible for arranging for annual surveys of the directors to be conducted with respect to their views on the effectiveness of the Board, its committees and the directors. In conjunction therewith, the Committee will assess the effectiveness of the Board, as well as the effectiveness and contribution of each of the Board's committees and will report to the Board thereon. Such assessment will take into account the responsibilities of the Board and each committee, the position descriptions applicable to the chair of the Board and the chairs of each committee and the annual survey of directors, as well as the competencies and skills that each individual director is expected to bring to the Board and its committees, attendance at Board and committee meetings and overall contributions made to the Board and its committees.

3. Position Descriptions

The Committee is responsible for, at least annually, reviewing and making recommendations to the Board regarding the position descriptions for the chair of the Board, and each chair of a committee of the Board.

4. Principal Occupation Changes and Other Directorships

The Committee is responsible for reviewing the continued appropriateness of Board membership upon a director changing his or her principal occupation or ceasing to be an officer of the Corporation and making recommendations to the Board thereon. The Committee is also responsible for reviewing a director's acceptance of additional positions as a corporate director with for-profit corporations at arm's length to the Corporation and making recommendations to the Board thereon.

5. Orientation and Continuing Education

The Committee is responsible for reviewing and making recommendations to the Board regarding orientation and education programs to be undertaken for all new members of the Board and continuing education programs to be made available to members of the Board.

6. Insurance and Indemnification of Directors

The Committee is responsible for assessing the directors' and officers' insurance policy and making recommendations relating to its renewal or amendment or the replacement of the insurer. Subject to applicable law and the articles and by-laws of the Corporation, the Committee is also responsible for administering all policies and practices of the Corporation with respect to the indemnification of directors and officers by the Corporation and for approving all payments made pursuant thereto.

7. Disclosure

In connection with the continuous disclosure obligations of the Corporation, the Committee is responsible for:

- (a) Reviewing and approving any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Corporation's management information circular, annual report and/or annual information form;
- (b) Reviewing and approving the Corporation's disclosure of this Charter and any information regarding the Committee and its activities, when required, in the Corporation's annual information form, management information circular and/or annual report;
- (c) Obtaining advice on and tracking disclosure requirements related to executive compensation disclosure; and
- (d) Reviewing executive compensation disclosure information before the Corporation publicly discloses this information.

8. Miscellaneous Matters

The Committee is responsible for monitoring and making recommendations with respect to the following matters:

- (a) Shareholder and investor issues including the adoption of shareholders rights plans and related matters;
- (b) Policies regarding management serving on outside boards;
- (c) Retirement policy for directors based upon age, health or other considerations;
- (d) The minimum equity investment in the Corporation in the form of common shares to be maintained by non-management Board members and the time period over which such investment may be made;
- (e) The Corporation's charitable and political donation policies;
- (f) The Corporation's Code of Business Conduct and Ethics and compliance therewith, including the granting of any waivers from the application of the Code;
- (g) The Corporation's Insider Trading Policy and compliance therewith, including reviewing systems for ensuring that all directors and officers of the Corporation who are required to file insider reports pursuant to the Policy do so;
- (h) The Corporation's Corporate Disclosure Policy, if any, and compliance therewith; and
- (i) The retainer, subject to the Committee's approval and at the expense of the Corporation, of outside advisors for individual members of the Board in appropriate circumstances and the procedures relating thereto.

Issue Date: June 27, 2024

Authorized By: Board of Directors

Review: Annually

APPENDIX "A"

Corporate Governance, Nominating and Compensation Committee Chair - Position Description

1. The Chair of the Committee shall be principally responsible for overseeing the operations and affairs of the Committee and, in particular, will:
 - (a) Ensure the independence of the Board in the discharge of its responsibilities;
 - (b) Schedule and settle the agenda for Committee meetings with input from other Committee members, the Chair of the Board of directors and management as appropriate;
 - (c) Facilitate the timely, accurate and proper flow of information to and from the Committee;
 - (d) Chair Committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision making is reached and adequately recorded;
 - (e) Encourage the Committee to hold an in-camera session as part of regularly scheduled Committee meetings;
 - (f) Ensure that an appropriate system is in place to assess the performance of the Committee as a whole, the Committee's individual members and make recommendations for changes when appropriate;
 - (g) Reporting to the full Board on the activities of the Committee; and
 - (h) Carry out such other duties as may reasonably be requested by the Board.