



GOLDSKY RESOURCES CORP.

REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Remuneration and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Goldsky Resources Corp. ("**Goldsky**").

1.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) the establishment of key human resources and compensation policies, including all incentive and equity-based compensation plans;
- (b) the performance evaluation of the Chief Executive Officer and the Chief Financial Officer, and determination of the compensation for the Chief Executive Officer, the Chief Financial Officer and other senior executives of Goldsky;
- (c) the establishment of policies and procedures designed to identify and mitigate risks associated with Goldsky's compensation policies and practices;
- (d) administering Goldsky's compensation plans for senior management and the Board, including any equity incentive plans and other compensation plans or structures that may be adopted by Goldsky from time-to-time;
- (e) succession planning, including the appointment, training and evaluation of senior management;
- (f) compensation of directors;
- (g) developing corporate governance guidelines and principles for Goldsky;
- (h) identifying individuals qualified to be nominated as members of the Board;
- (i) recommending director nominees for each annual meeting of Goldsky's shareholders and director nominees to fill any vacancies that may occur between meetings of shareholders;
- (j) be aware of the best practices in corporate governance and develop and recommend to the Board a set of corporate governance standards to govern the Board, its committees, Goldsky and its employees in the conduct of the business and affairs of Goldsky;
- (k) consider the diversity of the Board;

- (l) evaluating the performance and effectiveness of the Board and Board committees; and
- (m) annual review and assessment the adequacy of this Charter and recommendation of any proposed changes to the Board for consideration.

2.0 Composition and Membership

- (a) The Board will appoint the members ("**Members**") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Goldsky or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors. Each Member will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which Goldsky's securities are listed, including section 1.4 of National Instrument 52-110 - *Audit Committees*. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.
- (c) The Board shall appoint one member of the Committee as chair (the "**Committee Chair**"). Subject to Section 2(b), the Board shall determine the Committee Chair's term of office. The Committee Chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments, preparing minutes and reporting to the Board.
- (d) All Members will have a working familiarity with compensation and human resources matters and at least one member shall be experienced in executive compensation matters.
- (e) The Committee may delegate any or all of its functions to any of its Members or any subset thereof, or other persons, from time to time as it sees fit.

3.0 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chairman may determine, but in any event not less than two (2) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee the Members in attendance may select one of their numbers to act as chairman of the meeting.
- (c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (e) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Goldsky to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4.0 Duties and Responsibilities

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

4.1 *Performance Objectives*

annually review the performance objectives for the Chief Executive Officer, the Chief Financial Officer and the senior executives' and, in the Committee's discretion, recommend any changes to the Board for consideration;

4.2 *Evaluation of Performance*

annually review and evaluate the performance of the Chief Executive Officer and the Chief Financial Officer in light of pre-established performance objectives and report its conclusions to the Board;

4.3 *Chief Executive Officer and Chief Financial Officer Compensation*

annually review the compensation for the Chief Executive Officer and the Chief Financial Officer and, in the Committee's discretion, recommend any changes to the Board for consideration;

4.4 *Executive Management Compensation*

annually review the Chief Executive Officer's recommendations for the senior executives' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;

4.5 *Compensation Policies and Practices*

ensure compensation policies and practices for the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives:

- (i) properly reflect their respective duties and responsibilities;
- (ii) are competitive in attracting, retaining and motivating people of the highest quality;
- (iii) align the interests of the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives with shareholders and Goldsky as a whole;

- (iv) are based on established corporate and individual performance objectives;
- (v) are clearly distinguishable between each other, that is, the structure of non-executive directors' compensation should be distinguishable from that of executive directors and senior executives; and
- (vi) do not encourage the taking of inappropriate or excessive risks;

4.6 *Succession Planning*

annually review Goldsky's succession plan for the Chief Executive Officer, the Chief Financial Officer and senior management, including appointment, training and evaluation;

4.7 *Directors' Compensation*

annually review directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;

4.8 *Compensation Disclosure*

review all annual executive compensation disclosure before it is publicly released;

4.9 *Investigations*

direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties;

4.10 *Board Composition and Corporate Governance*

make recommendations to the Board regarding the size and composition of the Board, and consider and recruit candidates for director nominees based upon recommendations from current outside directors, members of management, outside consultants or search firms, and/or shareholders. The criteria for selecting new directors shall reflect the requirements of the listing standards of the TSX Venture Exchange (and/or such other exchange or self-regulatory organization on which Goldsky's shares are then listed for trading) with respect to independence and the following factors:

- (i) the appropriate size of the Board;
- (ii) the competencies and skills that the Board considers to be necessary for the Board as a whole to possess;
- (iii) the competencies and skills that the Board considers each existing director to possess;
- (iv) the competencies and skills each new nominee will bring to the Board;
- (v) the personal and professional integrity of the candidate;
- (vi) the level of education and/or business experience;
- (vii) broad-based business acumen;

- (viii) the level of understanding of Goldsky's business and the industry in which it operates and other industries relevant to Goldsky's business;
- (ix) the nominee's ability and willingness to commit adequate time to Board and committee matters;
- (x) the fit of the individual's skills and personality with those of other directors and potential directors in building a board that is effective, collegial and responsive to the needs of Goldsky's;
- (xi) the nominee's strategic thinking and a willingness to share ideas; and
- (xii) the diversity of the Board composition, including diversity of experiences, expertise and background,

such criteria which will be used by the Committee to evaluate potential nominees and will not evaluate proposed nominees differently depending upon who has made the recommendation.

The Committee will also:

- (i) consider proposed nominees whose names are submitted to it by shareholders in accordance with the procedures set forth in Goldsky's constating documents;
- (ii) recommend on an annual basis a slate of director nominees for approval by the Board and the shareholders;
- (iii) review the appropriate committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;
- (iv) review at least annually, Goldsky's corporate governance guidelines and recommend changes to the Board as deemed necessary;
- (v) review at least annually Goldsky's principal corporate policies and recommend updates or amendments for consideration by the Board;
- (vi) generally advise the Board on emerging corporate governance matters for incorporation into Goldsky's policies and procedures;
- (vii) develop, implement and administer an annual Board and Board committee evaluation process;
- (viii) perform any other activities consistent with this Charter, Goldsky's constating documents and governing law as the Committee or the Board deem appropriate;
- (ix) undergo an annual review of the performance of the Committee pursuant to the process established as set forth above;
- (x) provide all new directors with comprehensive orientation to, among other things, fully understand the role of the Board and its committees, the contribution

individual directors are expected to make, and the nature and operation of Goldsky's business;

- (xi) provide continuing education opportunities for all directors so that individual directors may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of Goldsky's business remains current; and
- (xii) where appropriate, retain (without need for further Board approval) and consult with such independent advisors as the Committee may deem necessary or appropriate in connection with fulfilling the responsibilities and duties of the Committee,

4.11 Other Duties

perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

5.0 Reporting

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve executive compensation disclosure to be included in the management proxy circular. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding Goldsky that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Goldsky's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board. The Committee must pre-approve any other services such independent compensation consultant or advisors or any of their affiliates provides to Goldsky at the request of management.

7.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: March 24, 2026

Approved by: Remuneration and Corporate Governance Committee
Board of Directors