



## **CORPORATE GOVERNANCE & NOMINATION COMMITTEE CHARTER**

*Adopted by the Board of Directors on April 30, 2024, and as amended and restated on October 9, 2024*

### **MANDATE**

The main purpose of the Corporate Governance & Nomination Committee (the “**Committee**”) is to provide a focus on governance that will enhance Pulsar Helium Inc.’s (the “**Company**”) performance, to assess and make recommendations regarding board of directors (“**Directors**”) of the Company (the “**Board**”) effectiveness and to establish and lead the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for Directors of the Company.

### **COMPOSITION**

1. The Committee shall be composed of not fewer than three (3) Directors and not more than five (5) Directors, the majority of whom shall be “independent” (within the meaning of “independence” as set out in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended or replaced from time to time, and any applicable stock exchange rules (including the AIM Rules for Companies published by the London Stock Exchange plc)).
2. The Committee will meet at least one time each fiscal year, on such dates as may be determined by the Committee and shall conduct additional meetings as required from time to time in accordance with a workplan which the Committee will review annually. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.
3. Unless the Board shall have appointed a chair of the Committee (the “**Chair**”), the members of the Committee shall elect a Chair from among their number. The Chair, where possible, shall be an independent director.
4. The secretary of the Committee shall be the Corporate Secretary of the Company, unless otherwise determined by the Committee.

### **DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Committee will:

1. annually review the Board’s relationship with management to ensure the Board is able to, and in fact does, function independently of management;
2. develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration, among other matters, the following:
  - a) the independence of each Director;
  - b) the competencies and skills the Board, as a whole, should possess;

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- c) the current strengths, skills and experience represented by each Director, as they affect Board dynamics and in light of the Company's future development;
  - d) any planned retirement dates;
  - e) the appropriate size of the Board, with a view to facilitating effective decision-making; and
  - f) the diversity of the Board;
3. develop recommendations regarding the essential and desired experience and skills for potential Directors, taking into consideration the Board's short-term needs and long-term succession plans;
4. develop and implement a process to handle any nominees for Directors who are recommended by security holders;
5. in conjunction with the Chair and the Chief Executive Officer ("CEO"), recommend to the Board nominees for election to the Board, considering what competencies and skills each nominee will bring to the Board, their past business experience, their integrity, their industry knowledge, their ability to contribute to the success of the Company, any past experience of Directors or management with potential candidates, their expected contribution to achieving an overall Board which can function as a high performance team with sound judgment and proven leadership, as well as whether or not they can devote sufficient time and resources to his or her duties as a Board member, the diversity of the Board, and any other factors as may be considered appropriate;
6. receive comments from all Directors as to the Board's performance; oversee the execution of a process assessing the effectiveness of the Board as a whole, Board committees, and the contribution of individual directors, and report annually to the Board on such assessments;
7. in conjunction with the Chair and the CEO, assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required;
8. in conjunction with the Chair and the CEO, recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations as required;
9. review, monitor and make recommendations to the Board regarding the orientation and education of Directors;
10. annually review the Company's directors' and officers' third-party liability insurance

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- to ensure adequacy of coverage;
11. implement the Board’s established method for annual Board, committee and individual Director evaluation processes;
  12. review and approve the request of an individual Director to engage independent counsel in appropriate circumstances, at the Company’s expense;
  13. with regard to the Company’s Code of Conduct and Ethics Policy (the “**Code**”):
    - a) review and update periodically the Code and ensure that management has established a system to enforce the Code;
    - b) review actions taken to ensure compliance with the Code and the results of confirmations and violations of such Code (including monitoring conflicts of interest of members of the Board and managing such conflicts in accordance with the Code);
    - c) ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines; and
    - d) ensure that any departures from the Code by a Director or senior officer that constitute a “material change” within the meaning of National Instrument 51-201 Disclosure Standards, are reported in a manner that fully meets regulatory requirements;
  14. under the authority of the Board, the Committee shall, with respect to boards of directors of unrelated corporations which operate for profit and which compensate members of their boards and/or significant commitments with respect to non-profit organizations:
    - a) review a limit on the number of such boards on which individual members of management may participate; and
    - b) receive notice of proposed membership by a member of management or an individual Director and, upon consultation with the CEO, have a right to object to such membership;
  15. compare the Company’s corporate governance practices against any changes to those recommended or required by any applicable regulator or stock exchange, ensuring that the Company meets all requirements, and where the Company’s practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Company;
  16. recommend to the Board any reports on corporate governance that may be required or considered advisable;
  17. report to the Board on its activities, the process used to make appointments and whether

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Company policies and practices are consistent with the Board's strategy and the desired culture of the Company and the wider group;

18. at the request of the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company; and
19. at least annually, the Committee shall, in a manner it determines to be appropriate review and assess the adequacy of its charter and review and assess the adequacy of the Board Charter and recommend to the Board any improvements to either charter that the Committee determines to be appropriate.

### **AUTHORITY**

The Committee has the authority to:

1. form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate; and
2. communicate directly with officers and employees of the Company, legal counsel and to access such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities.

The Committee shall also have such other powers and duties as delegated to it by the Board.

### **ACCOUNTABILITY**

1. The Chair has the responsibility to report to the Board, as requested, on governance and human resource matters relative to the Company.
2. The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting, if the Board was not present at the previous Committee meeting. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action improvement is needed.
3. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.
4. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.