CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE

1. PURPOSE

The Board of Directors of Wesdome Gold Mines Ltd. (the "**Company**") has established a Governance and Nominating Committee (the "**Committee**") in furtherance of its commitment to the continual improvement and effectiveness of its governance and nominating practices. The primary function of the Committee is to assist the board of directors of the Company (the "**Board**") in fulfilling its oversight responsibilities.

2. ROLE

The Committee's primary function is to assist the Board in fulfilling its oversight responsibilities, including:

- Developing corporate governance guidelines and principles for the Company and providing governance leadership to the Company.
- Identifying individuals qualified to be nominated as members of the Board and as successors to Chair of the Board.
- Evaluating the performance and effectiveness of the Board and its committees.
- Evaluating the structure, composition and effectiveness of Board committees and the Board itself.
- Creation of succession plans, including the appointment, training and evaluation of senior executives, with the assistance of the Compensation Committee.

3. COMPOSITION AND MEMBERSHIP

- The independent members of the Board will annually appoint the members of the Committee. The members will be appointed to hold office until the next annual general meeting of shareholders of the Corporation or until their successors are appointed.
- The Committee will consist of at least three directors, all of whom shall be independent non-executive directors, free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Governance and Nominating Committee.
- All Committee members shall have a working familiarity with corporate governance director nomination procedures and practices.
- The Board will appoint one of the members to act as the Chair of the Committee (the "**Chair**").

4. MEETINGS AND PROCESS

- The Committee shall meet at least two times annually, or more frequently as circumstances require.
- Meetings of the Committee will be held at such times and places as the Chair may determine, and may be held in person, by telephone, and/or by video conference.
- A majority of the members of the Committee shall 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, or by a unanimous written consent.

- Members shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by a quorum of the Committee.

- The Committee Chair, if present, will act as the chair of meetings of the Committee and shall establish the agenda of the meeting and, where possible, ensure that materials are circulated sufficiently in advance to provide adequate time for review prior to the meeting.

- The Committee Chair will appoint a Recording Secretary at each meeting. The Secretary will keep minutes of each meeting, which will be distributed in advance of subsequent meetings for Committee approval.

- The Committee may delegate work to one or more of its members, and such members must report to the Committee at its next scheduled meeting or as otherwise mandated.

- In order to properly carry out its responsibilities, the Committee may retain outside consultants upon the approval of the Board Chair.

- The Committee shall have access to officers and employees of the Company, its auditors, legal counsel and to such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities.

- At each meeting of the Committee, there shall be an in-camera session of only the independent members, if applicable.

- The Committee shall report its discussions to the Board at the next Board meeting.

5. DUTIES AND RESPONSIBILITIES

a. Corporate Governance

- Annually review and assess the effectiveness of the Board and Board Committee Mandates, Disclosure Policy, Corporate Code of Conduct and Ethics, Insider Trading Policy and other relevant policies associated with ensuring an effective system of corporate governance and, in the Committee's discretion, recommend any changes to the Board for consideration.

- In conjunction with the Board Chair, annually review and assess the size, composition, independence and operation of the Board to ensure effective decision making and the best mix of skills and experience to guide the long-term strategy and ongoing operations of the Corporation.

- Annually review and assess the position descriptions developed for the Chair of the Board and for committee chairs.

- Ensure that there is a proper delineation of the roles, duties and responsibilities of management and the Board and delegation of authority by the Board to committees of the Board and to management.

- Assist the Board Chair with monitoring the quality of the relationship between management and the Board and recommend improvements to the Board Chair for ensuring an effective and appropriate working relationship.

- Periodically review corporate governance issues, trends, best practices and proposed, new or amended regulatory requirements, ensure that the Board functions independently of management and

without conflicts of interests, and determine the Company's corporate governance practices and principles for recommendation to the Board.

b. NOMINATION OF DIRECTORS AND DIRECTOR SUCCESSION PLANNING

- In conjunction with the Board Chair, maintain and review at least annually a succession plan for the Chair of the Board.

- Plan for the orderly succession of directors to maintain an appropriate balance of skills and experience on the Board and a reasonable level of turnover of directors.

- Annually identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidates, and make recommendations to the Board for consideration. The process should include:

    - A consideration of what competencies and skills the Board, as a whole, should possess.

    - An assessment what competencies and skills each existing director possesses, as well as the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic.

- Recommend to the Board the necessary and desirable competencies of directors, including the development of a skills matrix identifying the key attributes of director nominees having regard to the long-term plan for the composition of the Board that takes into consideration the strategic direction of the Company.

- Assess the Company's policies and procedures relating to promotion of diversity among Board members and make recommendations to the Board with respect to policies establishing criteria for Board membership including diversity, tenure and retirement.

- Maintain an "evergreen" list of prospective directors and review the director recruitment, nomination and assessment process on a regular basis to ensure compliance with governance best practices.

c. Director Compensation

- With the Compensation Committee, annually review director compensation and recommend any changes to the Board for consideration; provided that, in the event the Chair of the Board is also the Chair, the Chair shall recuse him or herself from all discussions relating to the compensation of the Board Chair.

- Review, and if appropriate, recommend to the Board for approval, any consulting fees or other form of non-Board service-related compensation, including, without limitation, perquisites, to be paid by the Company to an independent director.

- Annually review director shareholding requirements, if any.

d. Board Committees

- Assist the Board Chair to annually review and assess the size and composition of all of the Committees of the Board.

- In consultation with the Board Chair and with consideration to each committee's review of its mandate, annually make any recommendations to the Board for changes to committee mandates.

- Recommend the removal of a director from a Board committee if he or she is no longer qualified to serve as a director under applicable law or for any other reason that the Committee considers appropriate.

e. Director Orientation and Education

- Ensure that all new directors receive a comprehensive orientation on the business and operations of the Corporation.

- Provide continuing education and development opportunities for all directors, ensuring their knowledge and understanding of the business remains current.

f. Board, Committee and Director Assessment

- Annually review the process for assessing the performance and effectiveness of the Board, the Board Chair, Board committees, committee chairs and individual directors, and make recommendations to the Board.

- As required, implement the Board-approved process for assessing the performance and effectiveness assessment of the Board, the Board Chair, Board committees, committee chairs and individual directors.

g. Shareholder Communications and Disclosure

- Ensure that appropriate processes are established by the Board to fulfil its responsibility for oversight of investor relations and public relations activities.

- Review proposed disclosure and advise the Board and management on public disclosure regarding the Company's governance practices.

- Review and recommend for approval by the Board, the management information circular, and work with the Compensation Committee on the annual Compensation Disclosure and Analysis or any other disclosure of compensation.

- Review shareholder proposals to be presented at the shareholder meetings, if any, and make recommendations to the board in their regard.

- As appropriate, communicate with investors on governance related issues.

h. Risk Review

- Ensure that a system is developed and maintained for identifying, assessing and managing risks related to governance and nominating issues.

- Communicate with the Audit Committee regarding risk as it relates to governance and nominating issues.

- At least annually, review and make recommendations on governance and nominating related risks to the Company.

i. Code of Business Conduct and Ethics

- Receive by referral from the Audit Committee reports of alleged breaches against the Code of Business Conduct and Ethics and ensure that such reports are addressed appropriately.

- Report to the Board as needed regarding reports of alleged breaches received by the Committee, as well as the Committee's actions upon receiving such reports.

- Administer the Code of Business Conduct and Ethics and Whistleblower Policy, including the review of requests for waivers from the Code of Conduct requested by directors or senior executives and determination of whether to grant such waivers.

j. Other Duties

- Annually review the Committee's agenda and mandate and report recommended changes to the Board.

- Annually conduct a self-assessment of the Committee's performance.

- Perform such other duties as may be assigned to it by the Board or as the Committee shall deem appropriate from time to time, or as may be required by applicable regulatory authorities or legislation.

6. REVIEW AND APPROVAL

The Governance and Nominating Committee shall review annually this Charter and recommend appropriate changes to the Board.

7. CONTACT DETAILS

If you have any questions or concerns regarding this Mandate, please contact the VP, General Counsel & Corporate Secretary via email at robert.kallio@wesdome.com.

Dated: November 4, 2025

Approved by: Board of Directors