



**TIERNAN GOLD CORP.
POSITION DESCRIPTION FOR CHAIR OF THE
COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

The board of directors (the “**Board**”) of Tiernan Gold Corp. (the “**Company**”) shall select one of the members of the Board to be appointed as chair (the “**Chair**”) of the Compensation, Nominating and Corporate Governance Committee (the “**Committee**”) of the Board. Subject to the discretion of the Board, the Chair shall be a member of the Board who meets the criteria for independence established by National Instrument 52-110 – *Audit Committees*.

The duties and responsibilities of the Chair shall be as follows:

- Providing leadership to enable the Committee to effectively carryout its duties and responsibilities as described in the charter of the Committee, and as may otherwise be appropriate;
- Chairing meetings of the Committee and encouraging a free and open discussion at the meetings;
- Assisting the Committee and the individual members of the Committee in understanding and discharging their respective duties and responsibilities;
- Ensuring the Committee meets as necessary or appropriate to fulfill its mandate;
- Establishing the agendas for meetings of the Committee and overseeing the preparation of briefing materials for Committee meetings in consultation with the other members of the Committee and the chair of the Board, as appropriate;
- Facilitating open communication with the senior executives of the Company to ensure that the Committee receives appropriate and timely information, materials and reports from senior executives and its advisors, if any, in order to permit the Committee to effectively discharge its duties and responsibilities;
- Retaining, in consultation with the chair of the Board and as appropriate, expert consultants on behalf of the Committee;
- Overseeing the assessment of the performance of the Committee;
- Reporting to the Board, where appropriate, on matters reviewed and on any decisions or recommendations made by the Committee;
- Attending meetings of shareholders and responding to such questions from shareholders as may be put to the Chair; and
- Carrying such other duties as may be requested by the Board from time to time.

Dated:

December 16, 2025

Approved by:

Board of Directors of the Company