



**TIERNAN GOLD CORP.
POSITION DESCRIPTION FOR CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer (the “CEO”) of Tiernan Gold Corp. (the “Company”) shall set the tone at the top, reporting to the board of directors (the “Board”) of the Company, and have overall responsibility for the leadership, strategic direction and business of the Company.

Working with the Board and the senior executives of the Company, the CEO shall provide the vision, leadership and direction to maximize long term shareholder value.

The CEO will be responsible for the day-to-day management of the business and affairs of the Company. The duties and responsibilities of the CEO as they relate to the following matters, are as follows:

Leadership and Governance

- Providing overall leadership to manage the Company in the best interests of its shareholders, other stakeholders and the Company as a whole;
- Providing leadership, in conjunction with the Board, in establishing the Company’s strategic direction, annual corporate plans and budgets;
- Regularly working with the chair of the Board, the lead director and the other directors of the Board, to ensure that directors are being provided with timely and relevant information necessary to discharge their statutory duties and responsibilities;
- Reporting regularly to the Compensation, Nominating and Corporate Governance Committee on the progress being made by the Company towards its corporate responsibility objectives, including with respect to the Company’s environmental, safety and health, corporate social responsibility, and human rights programs, policies and performance;
- Ensuring that matters requiring decisions by the Board are brought to the Board’s attention in a timely fashion;
- Devoting substantially all of his or her working time to the business and affairs of the Company;
- Fostering ethical and responsible decision making by management;

Strategic Planning

- Ensuring the development of a strategic plan for the Company to maximize shareholder value and recommend the plan to the Board for consideration;
- Identifying and recruiting the best people available for management positions internally within the company and externally;
- Ensure the implementation of the strategic plan approved by the Board and reporting to the Board in a timely fashion on progress;

Business and Organizational Management

- Ensuring the development of an annual corporate plan and budget that supports the strategic plan and recommending the plan and budget to the Board for consideration;
- Managing the day-to-day business and affairs of the Company in accordance with the annual corporate plan and budget;
- Supervising and evaluating the performance of the senior executives of the Company and recommending their compensation;
- Taking overall responsibility for the implementation of and compliance with all policies adopted by the Board to ensure maintenance of high standards of business conduct and ethics, as well as full compliance with all applicable laws, rules and regulations and corporate reporting and disclosure requirements;
- Ensuring the efficient acquisition and allocation of the financial, human and other resources required by the Company to implement and achieve its strategic plan and ensuring the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources; and

Other Duties

- Carrying out such other duties and responsibilities as the Board may request from time to time.

Dated:

December 16, 2025

Approved by:

Board of Directors of the Company