



**TIERNAN GOLD CORP.
POSITION DESCRIPTION FOR CHAIR OF THE AUDIT 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 Audit Committee (the “**Audit 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 Audit Committee to effectively carry out its duties and responsibilities as described in the charter of the Audit Committee, and as may otherwise be appropriate;
- Chairing meetings of the Audit Committee and encouraging a free and open discussion at the meetings;
- Assisting the Audit Committee and the individual members of the Audit Committee in understanding and discharging their respective duties and responsibilities;
- Ensuring the Audit Committee meets as necessary or appropriate to fulfill its mandate;
- Ensuring there is an effective relationship between the senior executives (including internal auditors of the Company, if any), the external auditors of the Company and the members of the Audit Committee;
- Acting as liaison between the Audit Committee and each of the Company’s management and external auditor;
- Establishing and overseeing procedures to govern the work of the Audit Committee and the discharge of the duties of the Audit Committee, including procedures relating to:
 1. the development of the agendas for meetings of the Audit Committee in consultation, as appropriate, with the chair and/or lead director of the Board, the chief executive officer and chief financial officer of the Company and other senior executives of the Company;
 2. the receipt of appropriate information from senior executives of the Company to enable the Audit Committee to effectively exercise its duties;
 3. access to senior executives of the Company as the Audit Committee may require from time to time;
 4. the tabling of items requiring the approval of the Audit Committee or the review and recommendation of Audit Committee for approval by the Board;
 5. the proper flow of information to the Audit Committee, including the adequacy and timing of information and materials that may be required by the Audit Committee; and

6. the retention of appropriately qualified and independent external auditors, and other external advisors as appropriate and support of their independent functions;
- Discussing as necessary with the chair of the Compensation, Nominating and Corporate Governance Committee the skills, experience and talents required for the members of the Audit Committee on an ongoing basis;
 - Overseeing the assessment of the performance of the Audit Committee;
 - Reporting to the Board, where appropriate, on matters reviewed and on any decisions or recommendations made by the Audit 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