Mining Corp.

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

PURPOSE

The Corporate Governance and Nominating Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Luca Mining Corp. (the "**Corporation**") to assist the Board in (i) fulfilling its corporate governance responsibilities under applicable law, (ii) assessing the effectiveness and composition of the Board, and (iii) nomination matters. In the performance of its duties, the Committee will be guided by the following principles:

a) establishing sound corporate governance practices that are in the interest of shareholders and stakeholders and contribute to effective and efficient decision-making;

b) selecting appropriate Board candidates to maintain the composition of the Board in a way that provides the best mix of skills and experience to guide the long-term strategy and business operations of the Corporation, while taking into account the desirability of maintaining a reasonable diversity of background skills and experience and personal characteristics among the directors, along with the key common characteristics required for effective Board participation; and

c) acting in the interests of the Corporation and its shareholders in all governance and nominating matters.

COMPOSITION AND MEETINGS

a) The Committee and its membership shall meet all applicable legal, regulatory and listing requirements.

d) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders or until their successors are duly appointed.

e) The Committee shall be composed of **three** or more directors as shall be designated by the Board from time to time. A Chair shall also be designated by the Board. The position description and responsibilities of the Chair are set out in Schedule A attached hereto.

f) The majority of the members of the Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, the applicable stock exchange(s) on which the Corporation's securities are listed, and applicable securities regulatory authorities.

g) Each member of the Committee shall serve at the pleasure of the Board. The Committee shall report to the Board.

h) The Committee shall meet at least annually, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.

i) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting, at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present (a "**Reduced Quorum**").

b) If, and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office or a Reduced Quorum is present in respect of a specific Committee meeting.

j) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, email or other means of communication, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

k) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone, video conference or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

l) The Committee shall keep minutes of its meetings. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

m) The independent directors or non-management members of the Committee may meet at the end of each meeting without management and non-independent members present.

n) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.

o) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

p) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

RESPONSISBILTIES

The responsibilities of the Committee shall be:

Corporate Governance

a) to approve all transactions involving the Corporation and "related parties" as that term is defined in Multilateral Instrument 61-101 — *Protection of Minority Securityholders in Special Transactions* as it exists at the date hereof (collectively, "**Related Party Transactions**");

b) to monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;

c) to establish guidelines and parameters within which the Corporation and its subsidiaries shall be entitled to engage in Related Party Transactions without specific prior approval of the Committee;

d) to implement structures from time to time to ensure that the directors can function independently of management;

e) to respond to requests by, and if appropriate, to authorize, individual directors to engage outside advisors at the expense of the Corporation;

f) to oversee and monitor any litigation, claim, or regulatory investigation or proceeding involving the Corporation;

g) to implement, as well as periodically review, assess and update, each of the charters of the committees of the Corporation, the Corporate Disclosure, Insider Trading & Blackout Policy, the Anti-Bribery and Anti-Corruption Policy, the Whistleblower Policy, the Diversity Policy, the Board Mandate and the Code of Conduct and Business Ethics of the Corporation, and any other corporate governance policies, charters or mandates, which may be introduced and approved by the Board from time to time, including periodically evaluating the effectiveness of the Corporation's disclosure controls and procedures with respect to governance matters, including but not limited to, assessing the adequacy of the controls and procedures in place in relation therewith;

h) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Corporation in respect of meetings of the shareholders of the Corporation relating to governance, diversity and compensation as may be required pursuant to any applicable securities regulations, rules and policies;

i) to retain for itself, or to approve the retention by any director of, outside advisors at the expense of the Corporation;

j) to develop and oversee an ethical, legal and regulatory compliance program for the Corporation, including the Corporation's compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit Committee of the Board);

k) to review and oversee the Corporation's government relations strategies and activities, including any political activities and contributions and lobbying activities;

l) to review annually and recommend to the Board management's succession plan including provisions for appointing, training and monitoring senior management and the appropriateness of the current and future organizational structure of the Corporation;

m) oversee (a) the development and implementation of orientation programs for new directors; and (b) continuing education for all directors;

n) review and assess, on an annual basis, the performance of the Board and individual directors; and

o) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

Nominating

a) to consider on a regular basis the number of directors of the Corporation, having in mind the competencies required on the Board as a whole;

b) to consider the implications of over-boarding, in situations where members or nominees to the Board are on several other corporate boards;

c) to consider the implications of interlocking directorships, in situations where members or nominees to the Board may serve as directors on other boards with one or more of the Corporation's executives;

d) to recommend a candidate for the position of lead director from among the independent members of the Board in the event the Chair of the Board is not independent;

e) to establish qualifications for directors and procedures for identifying possible nominees who meet such criteria;

f) to analyze the needs of the Board when vacancies arise on the Board and identify and recommend nominees who meet such needs and in doing so, identify and recommend to the Board new nominees as directors of the Corporation, based upon the following considerations:

g) the competencies, diversity and skills necessary for the Board as a whole to possess;

h) the competencies, diversity and skills necessary for each individual director to possess;

i) competencies, diversity and skills which each new nominee to the Board is expected to bring; and

j) whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Corporation;

k) to implement a process for assessing the effectiveness of the Board as a whole, the committees of the directors and individual directors based upon: (i) for directors and committee members, the mandate of the Board and charters of the appropriate committees, respectively; and (ii) for individual directors, their respective position descriptions (if any) as well as the skills and competencies which directors are expected to bring to the Board;

l) together with the Board, to provide a comprehensive orientation and education program for new directors which fully sets out:

    i. the role of the Board and its committees;

    ii. the nature and operation of the business of the Corporation; and

iii. the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

m) to perform an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of individual directors;

n) to provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current;

o) to implement, as well as periodically review, assess and update, the Diversity Policy; and

p) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

The Committee shall also review, monitor and, where appropriate, provide recommendations to the Board on the Corporation's exposure to risks related to governance and the Corporation's material legal obligation risks under the responsibility of the Committee.

Furthermore, the Committee shall be entitled to adopt such additional policies and procedures as it deems appropriate to operate effectively.

REVISIONS

Last updated and approved by the Board of Directors of the Corporation on May 21, 2026.

SCHEDULE A

POSITION DESCRIPTION FOR THE CHAIR OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

PURPOSE

The Chair of the Committee shall be an independent director who is elected by the Board to act as the leader of the Committee in respect of its responsibilities under the Committee's Charter.

WHO MAY BE CHAIR

The Chair of the Committee will be selected amongst the independent directors of the Corporation who have a sufficient level of experience with corporate governance and nominating issues to ensure the leadership and effectiveness of the Committee.

The Chair of the Committee will be selected annually at the first meeting of the Board following the annual general meeting of shareholders or until the Chair's successor is duly appointed.

RESPONSIBILITIES

The following are the primary responsibilities of the Chair of the Committee:

a) chair all meetings of the Committee in a manner that promotes meaningful discussion.

b) ensure adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually.

c) provide leadership to the Committee to enhance the Committee's effectiveness, including:

   i) ensure that the responsibilities of the Committee are well understood by the Committee members;

   ii) provide the information to the Board relative to the Committee's issues and initiatives and to review and submit to the Board recommendations concerning the Corporation's corporate governance and nominating processes;

   iii) ensure that the Committee works as a cohesive team with open communication;

   iv) ensure that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;

   v) ensure that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually;

   vi) ensure that a process is in place by which the contribution of individual directors to the effectiveness of the board is assessed at least annually;

   vii) ensure procedures are established to orient and educate new directors; and

   viii) ensure the appropriate research and peer group review is done to identify and assess trends in governance and nominations.

d) manage the Committee, including:

   i) adopt procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;

   ii) prepare the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner, is appropriate in terms of relevance and is efficient in format and detail;

   iii) ensuring meetings are appropriate in terms of frequency, length and content;

   iv) oversee and participating in the review and approval, on an annual basis, of the reports of the Committee to be disclosed in the Corporation's annual reporting materials in connection with the Corporation's annual meeting;

   v) ensure the Corporation's adherence to its corporate governance principles and guidelines;

   vi) liaise with outside advisors regarding governance matters and ensure reports prepared by any such outside advisors are received in a timely manner; and

   vii) annually review with the Committee, its own performance.

e) together with the Chair of the Board and Lead Director, if any, ensure that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance and nominating adopted by the Board from time to time.