



TOREX STATEMENT OF POLICY AND PROCEDURE		
Department:	CORPORATE	
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Approved by:	Board of Directors	

Torex Gold Resources Inc.

Mandate of the Corporate Governance and Nominating Committee

Purpose

The Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Torex Gold Resources Inc. (the “**Corporation**”) is appointed by the Board to promote a culture of integrity throughout the Corporation, to assist the Corporation in identifying and recommending new nominees for election to the Board and to assist the Corporation and the Board in fulfilling their respective corporate governance responsibilities under applicable securities laws, instruments, rules and policies and regulatory requirements (collectively “**Applicable Laws**”).

Committee Operating Requirements and Guidelines

1. The Committee follows the requirements and guidelines in the Committee Operating Requirements and Guidelines.

Composition

2. The composition of the Committee shall comply with all Applicable Laws, including those relating to independence. Each member of the Committee shall be independent within the meaning of National Instrument 52-110 – *Audit Committees*.

Frequency of Meetings

3. The Committee shall meet at least three times in each financial year of the Corporation. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members of the Committee, or as may be required by Applicable Laws.

Chair Responsibilities and Duties

4. If required by under the Whistleblower Policy, oversee an investigation of the violation or suspected violation by the Audit Committee Chair of the Code of Business Conduct and Ethics of the Corporation (the “**Code**”) or as defined in the Whistleblower Policy.
5. Additional duties and responsibilities of the Chair are set out in the section titled “Committee Chair Position Description in the Committee Operating Requirements and Guidelines.

Responsibilities and Duties

The responsibilities and duties of the Committee are:

Related Party Transactions

6. Consider, or presenting to the Board for consideration, any transaction involving the Corporation and any “related party” as that term is defined in Applicable Laws (each a “**Related Party Transaction**”).

7. Monitor any Related Party Transaction and reporting to the Board on a regular basis regarding the status of any Related Party Transaction; and
8. If considered advisable, establish guidelines and parameters within which the Corporation shall be entitled to engage in Related Party Transactions without the specific prior approval of the Committee or the Board.

Directors

9. Monitor from time to time the appropriateness of implementing structures, or of the structures implemented, to ensure that the Board can function independently of the senior officers of the Corporation;
10. Provide an orientation and education program for new directors which advises them of
 - (i) the role of the Board and its committees,
 - (ii) the nature of the business and affairs 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;
11. Provide continuing education opportunities to existing directors so that individual directors can maintain and enhance their skills and ensure that their knowledge of the business and affairs of the Corporation remains current; and
12. Respond to, and if appropriate, authorize requests by, individual directors to engage independent counsel or other experts or advisors at the expense of the Corporation.

Majority Voting Policy

13. In the event any resignation is submitted in accordance with the Majority Voting Policy of the Corporation (the “**Policy**”), consider whether or not to accept the resignation and shall recommend to the Board whether or not to accept it. The Committee shall recommend that the Board accept the resignation absent exceptional circumstances. In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant by the Committee, including, without limitation, the stated reasons, if any, why shareholders of the Corporation withheld votes from the election of that nominee, the length of service and the qualifications of the director whose resignation has been submitted, such director’s contribution to the Corporation, the Corporation’s governance guidelines and applicable stock exchange listing standards.
14. In the event that a majority of the Committee members receive a greater number of votes withheld than the votes for such members at the same meeting of shareholders, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Committee.
15. Recommend to the Board the adoption such procedures, as they see fit, if any, to assist it in the determinations with respect to the Policy.

Board Effectiveness

16. Annually assess the effectiveness of the Board as a whole, its committees and individual directors based upon:
 - (a) for directors and committees, the mandate of the Board and the mandate of the applicable committee, respectively;
 - (b) for individual directors, their respective position descriptions, if any, as well as the skills, experience, independence and competencies which such director is expected to bring to the Board and diversity;
 - (c) how the Board works together as a unit; and
 - (d) such other factors as the Committee determines relevant.

Nominations

17. Consider from time to time the desirable number of directors of the Corporation;
18. Identify and recommend to the Corporation and the Board, from time to time, proposed nominees to be directors of the Corporation, based upon the following considerations
 - i. the skills, experience, independence, competencies and diversity necessary for the Board as a whole to possess,
 - ii. the skills, experience, independence and competencies necessary for each individual director to possess,
 - iii. the skills, experience, independence and competencies which each new nominee to the Board is expected to bring, and
 - iv. whether each proposed nominee to the Board will be able to devote sufficient time and resources to the Corporation; and
19. Prepare or update, as applicable, from time to time a skills matrix for the Board, which should include the competencies and skills which each individual director possesses.
20. If a Lead Director of the Board (the “**Lead Director**”) is required or considered advisable by the Board, recommend a candidate for the position of Lead Director from among the independent members of the Board.

Committees

21. In consultation with the Chairman of the Board (the “**Chairman**”) and the Lead Director, if any, review the committees of the Board, the Chairs of such committees and from time to time the mandates of such committees and make such recommendations thereon to the Board as considered advisable.

Risk

22. Oversee the Executive Officers' management of the material risks assigned the Committee in the Corporation's enterprise risk profile.

Other Responsibilities

23. The Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

Policy Oversight

24. The Committee has the responsibility to oversee, and periodically, review and make recommendations to the Board regarding the following policies:
- (a) Disclosure Policy;
 - (b) Insider Trading Policy;
 - (c) Diversity Policy;
 - (d) Mandatory Retirement Policy; and
 - (e) Majority Voting Policy

Approved: May 7, 2025