

TACTICAL RESOURCES CORP.
CORPORATE GOVERNANCE GUIDELINES

Adopted July [•], 2026

Tactical Resources Corp. (“TRC” or the “Company”) was incorporated in British Columbia (“British Columbia”) on August 8, 2024. The Company’s affairs are governed by its Articles adopted on [•], 2026 (the “Articles”), *Business Corporations Act* (British Columbia), and other applicable laws and regulations, including the common law of British Columbia. Because the Company’s ordinary shares are listed on the Nasdaq Global Market (“Nasdaq”), the Company is also subject to Nasdaq’s listing rules.

Nasdaq’s listing rules do not require the Company to adopt corporate governance guidelines, but TRC was built on a strong foundation of integrity, ethics and corporate responsibility, and as such, the Board of Directors (the “Board”) of the Company has adopted the following Corporate Governance Guidelines (these “guidelines”). These guidelines, along with the charters of the Board committees, provide the framework for the governance of the Company. The Board recognizes the evolving nature of corporate governance principles and standards, and it will review these principles and standards and other aspects of the Company’s governance program periodically as it deems necessary. The Board’s Nominating and Corporate Governance Committee will further, at least annually, review these guidelines and recommend any changes to the Board. These guidelines do not supersede, replace or otherwise impact the provisions in the Company’s Articles.

Respective Roles of the Board and Management

The Board is elected by the Company’s shareholders to provide effective governance and oversight in representing the Company’s shareholders’ long-term interests. The Company’s business is conducted by its employees, managers and officers under the direction of the Chief Executive Officer (the “CEO”). The Board is responsible for setting a tone at the top that all facets of the Company’s business must be conducted with integrity, in a manner consistent with high business ethics and in the best interest of shareholders. Consistent with its oversight responsibilities, as it deems appropriate, the Board relies on the completeness and accuracy of the information provided to it by management and by outside advisors to the Company.

The Board appoints a Chairman of the Board (the “Chairman”) who will prepare the agenda for each Board meeting in consultation with the Chief Executive Officer and the Lead Independent Director. Each director is free to suggest items for inclusion on the agenda.

The Board further appoints a Lead Independent Director to, among other things, set agendas and schedules for all Board meetings in coordination with the Chairman, preside at all Board executive sessions of the independent directors, advise the Chairman, lead the independent directors’ discussions on succession planning and evaluation of the performance of the CEO, facilitate Board leadership on matters of governance where independence is required, and help monitor and improve Board effectiveness.

The Board is free to select the Chairman and the Company’s CEO in the manner it considers in the best interests of the Company at any given point in time.

The Board

The Company’s Articles provide that the minimum number of directors shall be one and there shall be no maximum number of directors. The Board believes, however, that the optimal number of directors should consist of five to ten directors, with the majority of directors being independent as defined by applicable law and the Nasdaq listing rules. TRC’s current Board meets those standards.

Board Candidate Nomination and Selection.

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to

become Board members and recommend nominees for election at the Company's annual general meeting. Nominations to the Board may also be submitted to the Nominating and Corporate Governance Committee by the Company's shareholders (see *Procedures for Communicating with Board Members* below). The candidate guidelines for Board members can be found in the Nominating and Corporate Governance Committee Charter linked below under *Committees of the Board*.

Election and Removal of Directors.

Members of the Board are elected by a majority of votes validly cast at any general meeting of the shareholders. The Articles provide for the removal of directors with or without cause and for the appointment of directors at any time to either fill a vacancy or as an addition to the existing directors.

Responsibilities.

In addition to its general oversight responsibilities detailed above, the Board's responsibilities (which may be delegated to one or more committees, as deemed appropriate) include, but are not limited to:

1. Review, approval and monitoring of fundamental financial and business strategies and major corporate actions, including those related to financing, capital management and liquidity matters;
2. Selecting, evaluating and compensating the CEO and evaluating and compensating the other executive officers of the Company;
3. Approving and maintaining a succession plan for the CEO;
4. Assessing and providing advice regarding significant risks, including risks related to business continuity, cybersecurity and sustainability, and providing oversight for the management of environmental, social and governance-related risks;
5. Ensuring processes are in place for maintaining the integrity of the Company – the integrity of the financial statements, compliance with law and ethics, relationships with customers and suppliers and relationships with other stakeholders; and
6. Evaluating the effectiveness of the Board on an annual basis.

Board Meetings.

The Board meets at least four times a year to review the performance of the Company. Directors are expected to attend all scheduled Board meetings and the Company's annual general meeting and to review all materials to prepare for such meetings. Directors must also be available for special meetings of the Board.

Executive Sessions.

The independent directors of the Board shall conduct executive sessions during Board meetings presided over by the Lead Independent Director. At least one executive session per year will be dedicated to the review and evaluation of the CEO's performance.

Independent Advisors to the Board.

The Board may retain or dismiss independent advisors, including independent legal counsel, and approve related fees and expenses as it deems appropriate.

Board Access to Company Management.

The Board has full access to the Company's management who may attend Board and committee meetings when invited to brief the Board and its committees on relevant topics.

Code of Ethics.

TRC has adopted a Code of Business Conduct and Ethics (the “Code of Ethics”) that applies to all directors, officers and employees. Directors are expected to be familiar with the Code of Ethics and the conflict of interest and confidentiality provisions therein and to avoid any actual or apparent conflict between their own personal interests and the interests of the Company. Directors are expected to avoid actions that may interfere with their ability to conduct their role on the Board and the delivery of their responsibilities in the best interest of the Company and its shareholders. Any actual or apparent conflict of interest must be disclosed, and in addition to disclosing any actual or apparent conflict of interest, directors should refrain from engaging in deliberations or voting on matters before the Board or one of its committees where they have a personal, business or professional interest.

Confidentiality.

The communications, proceedings and deliberations of the Board and its committees are strictly confidential. Directors may not disclose any confidential information, including non-public information about the Company, obtained from whatever source during their tenure on the Board, which was made available to them in their capacity as directors of the Board. Any proprietary, privileged or protected information obtained by a director while serving on the Board must be kept confidential except where the disclosure is authorized by the Board or required by law. Directors may not use confidential information for their own benefit or that of other entities other than the Company and its shareholders.

Service on Other Boards.

Directors shall consult with the Chairman and the Chairman of the Nominating and Corporate Governance Committee before accepting an invitation or nomination to service on the board of directors of another company, especially if it impairs a director’s ability to serve effectively on the Company’s Board.

Non-Executive Director Orientation and Continuing Education.

Newly elected non-executive directors are provided information about the Company, the Board and its committees, director responsibilities and corporate governance guidelines. In addition, relevant background summaries, financial statements, earnings reports, developments in law, listing standards, governance best practices, press releases, analyst reports and other information designed to keep the Board informed on the Company’s business and priorities shall be distributed to all directors on a regular basis.

Director Compensation.

The Compensation Committee recommends competitive compensation packages designed to attract and retain highly qualified directors on the Board and assure that the interests of the Company directors and shareholders are aligned.

Procedure for Communicating with Board Members.

If any shareholder or other interested party desires to communicate with the Board, or any specific members or members thereof, such shareholder or party should send their communication to the Corporate Secretary of the Company at:

Tactical Resources Corp.
1500 – 1055 West Georgia Street
Vancouver, BC V6E 4N7
Canada

The Corporate Secretary will then forward the correspondence or materials, as appropriate, to the intended member(s) of the Board.

Committees of the Board

The Board has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Board may create other committees from time to time, as it deems necessary. Each committee has a charter that outlines the committee's purpose, composition and responsibilities. The charters are reviewed annually and updated as necessary. Each committee performs its duties as authorized by the Board in compliance with the Company's Articles and its specific charter, which can be found as linked below:

- [Audit Committee Charter](#)
- [Compensation Committee Charter](#)
- [Nominating and Corporate Governance Committee Charter](#)

Committee Meetings

Directors are expected to actively participate in meetings of the committees to which they are appointed. All directors are also invited to such committee meetings.