

TACTICAL RESOURCES CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted July [•], 2026

I. STATUS

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Tactical Resources Corp. (the “Company”).

II. PURPOSE

The Committee is appointed by the Board to:

- Monitor compliance with good corporate governance standards;
- Identify individuals qualified to become Board members;
- Recommend to the Board director nominees for election at the annual meeting of shareholders or for election by the Board to fill open seats between annual meetings;
- Review and make recommendations to the Board regarding environmental, social and governance (“ESG”) matters; and
- Develop and recommend to the Board corporate governance guidelines applicable to the Company.

III. COMPOSITION AND QUALIFICATIONS

The Committee shall be appointed by the Board and shall be comprised of two or more directors (as determined from time to time by the Board), each of whom shall meet the independence requirements of the Securities and Exchange Commission (“SEC”) and Nasdaq Global Market (or any other securities exchange on which the Company’s securities are listed) listing rules, and any additional requirements that the Board deems appropriate, including that members of the Committee shall be suitably knowledgeable in matters pertaining to corporate governance.

IV. RESPONSIBILITIES

The Committee will:

1. Review the Company’s Code of Business Conduct and Ethics (the “Code of Ethics”), corporate governance guidelines and any other governance policies at least annually and make such recommendations to the Board with respect thereto as it may deem advisable.
2. Oversee the Company’s ESG program and practices, including annual review of ESG reporting and climate reporting planned by the Company.
3. Identify potential candidates for director of the Company and review qualifications of such candidates, including candidates suggested by shareholders, and consider for nomination any such individuals who are deemed qualified in line with the attached Board of Directors Candidate Guidelines.
4. Recommend to the Board candidates for election as directors of the Company to fill open seats on the Board between annual general meetings, including vacancies created by an increase in the authorized number of directors.

5. Review Board membership annually and recommend changes if deemed appropriate.
6. Periodically review and provide recommendations to the Board concerning Board structure, the structure of all committees of the Board, and such committee operations, member qualifications and committee member appointment.
7. Review and make recommendations to the Board and each committee regarding the annual self-evaluation process for the Board and its committees.
8. Review any shareholder proposals received and make recommendations to the Board on inclusion of such proposals in the agenda for the annual general meeting if deemed appropriate.
9. Review any allegations that an executive officer or director may have violated the Company's Code of Ethics and report its findings to the Board.
10. Evaluate any requests for waivers of the Code of Ethics and make recommendations to the Board on how to respond to such requests.
11. Review the Company's director and officer liability insurance coverage annually and make recommendations to the Board on such coverage.
12. Review the Company policy on indemnification of directors and officers and make recommendations to the Board on any changes deemed appropriate.
13. Report regularly to the Board with respect to Committee activities.
14. Review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board.
15. Evaluate the Committee's own performance and report that it has done so to the Board.

V. PROCEDURES

1. Action.

The proceedings of the Committee shall be governed by the Third Amended and Restated Memorandum and Association of the Company. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or via teleconference, and at such times and places as the Committee members determine. Face-to-face meetings are encouraged at least twice a year. A majority of the members of the entire Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee may delegate authority consistent with this Charter to one or more Committee members or subcommittees comprised of one or more Committee members when appropriate. Any such member, members or subcommittee shall be subject to this Charter. The decisions of any such member, members or subcommittees to which authority is delegated under this clause shall be presented to the full Committee at its next regularly scheduled meeting.

2. Outside Advisors and Fees.

The Committee may, in its sole discretion, retain or obtain the advice of outside advisors, including legal counsel or other experts, as it deems appropriate and to approve the fees and expenses of such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

VI. DISCLOSURE

If required by the rules of the SEC or any rules of any exchange or national listing market system upon which the Company's securities are listed or quoted for trading, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

TACTICAL RESOURCES CORP.

BOARD OF DIRECTORS CANDIDATE GUIDELINES

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tactical Resources Corp. (the “Company”) will identify, evaluate and recommend candidates to become members of the Board with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Committee by the Company’s shareholders. Candidates will be reviewed in the context of current composition of the Board (including the diversity in background, experience and viewpoints of the Board), the operating requirements of the Company and the long-term interests of the Company’s shareholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria and will use that information to identify opportunities to improve the Board by nominating directors who bring additional characteristics, skills and experience to the Board:

- Whether the candidate is independent pursuant to the requirements of the Securities and Exchange Commission and Nasdaq Stock Market LLC (or any other securities exchange on which the Company’s securities are listed) listing rules.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
- Whether the candidate has the ability to read and understand basic financial statements. The Committee will also determine if a candidate satisfies the criteria for being an “audit committee financial expert” as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant experience and expertise and would be able to provide insights and practical wisdom based upon that experience and expertise.
- Whether the candidate is committed to enhancing shareholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment and to assume broad fiduciary responsibility.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company.