

ABRASILVER RESOURCE CORP.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The primary objective of the Nominating & Corporate Governance Committee (the “**Committee**”) of AbraSilver Resource Corp. (the “**Company**”) is to assist the Company’s Board of Directors (the “**Board**”) in fulfilling its oversight responsibilities by (a) identifying individuals qualified to become Board and Board committee members and recommending that the Board select director nominees for appointment or election to the Board; and (b) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices.

Organization

The Committee shall consist of three or more directors of the Company, each of whom satisfy the laws governing the Company, including the requirements of applicable securities law, stock exchange and any other regulatory requirements, subject to the following:

A majority of the members of the Committee will be independent directors, with the remaining members being non-management directors.

The members of the Committee will be appointed by the Board. All members will have a working familiarity with corporate governance practices.

The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member’s earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee’s powers so long as a quorum exists.

A majority of the members of the Committee will constitute a quorum. A majority of the members of the Committee will be empowered to act on behalf of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

The Board shall appoint a chair of the Committee (the “**Chair**”) from the Committee members. The Board shall determine the Chair’s term of office.

Meetings

The Committee will meet as many times as the Committee deems necessary to carry out its duties effectively, but not less frequently than two times per year.

The Chair of the Committee will ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee and to the other directors in advance of such meeting.

Authority and Responsibilities

To fulfill its responsibilities, the Committee will:

1. Examine the size and composition of the Board and recommend adjustments from time to time to ensure that the Board is of a size and composition that facilitates effective decision making.
2. Identify and assess the necessary and desirable qualifications, qualities, skills competencies and characteristics required to be a member of the Board and develop and implement criteria to be considered in selecting nominees for membership on the Board.
3. Regularly assess the extent to which the criteria referred to above are represented on the Board.
4. Identify and screen individuals qualified to become members of the Board consistent with the criteria referred to above.
5. Make recommendations to the Board for the appointment or election of director nominees.
6. Make recommendations to the Board with respect to membership on committees of the Board (other than the Committee), including but not limited to the Audit Committee of the Company.
7. Make recommendations to the Board with respect to potential successors to the Chief Executive Officer ("**CEO**").
8. Oversee, and periodically review with the CEO, the efficiency and effectiveness of the Company's operational, transactional, regulatory, financial, corporate reporting and other management structures, policies and processes with a view to maximizing the Company's ability to achieve its corporate goals and strategic objectives.
9. Ensure that Board has appropriate structures and procedures so that the Board can function with the proper degree of independence from management.
10. Provide a forum without management present to receive expressions of concern, including a concern regarding the independence of the Board from management.
11. Regularly review the time required from non-executive directors to perform their functions and assess whether they are satisfying those time requirements.
12. Establish induction programs for new directors.
13. Develop and maintain continuing education programs for directors.
14. Ensure succession plans are in place to maintain an appropriate balance of skills on the Board and periodically review those plans.
15. Recommend the removal of directors for cause.
16. Receive comments from all directors as to the Board's performance, oversee the execution of a process assessing the effectiveness of the Board as a whole, the Board committees (including the

operations of the Committee), and the contribution of individual directors, and report annually to the Board on such assessments.

17. Prepare and recommend to the Board the corporate governance policies and procedures for the Company. Review practices and procedures of the Board in light of ongoing developments in securities law, stock exchanges and regulatory requirements, and industry best practices, relating to matters of corporate governance. Review and reassess the adequacy of the Company's corporate governance policies, practices and procedures annually and recommend to the Board any changes deemed appropriate by the Committee.
18. Review any proposed changes to the Company's constituting documents as such documents relate to corporate governance matters.
19. Ensure systems are in place to verify compliance with regulatory, corporate governance and disclosure requirements.
20. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
21. Fulfill the Committee's role in assisting the Board in dealing with conflict of interest issues as contemplated by the Company's Code of Business Conduct and Ethics.
22. At the request of an individual director, consider and, if deemed advisable, authorize the engagement by any individual director of an outside advisor for such director at the expense of the Company.
23. Perform any other activities consistent with this Charter, the Company's constituting documents and governing law as the Committee or the Board deems appropriate.
24. Review the performance of the Committee annually.
25. Report regularly to the Board.
26. Oversee the periodic evaluation of the members of the Board and its standing committees.
27. Oversee the establishment and administration of policies and procedures regarding corporate social responsibility, charitable contributions and other such acts of good corporate citizenship throughout the organization.

Resources

The Committee will have ability to engage external advisors as it sees fit, including (i) the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee; and (ii) the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

Appointing new directors

In fulfilling its responsibilities to identify individuals qualified to become members of the Board, the Committee will consider (i) the independence of each nominee; (ii) the experience and background of each nominee; (iii) having a balance of skills for the Board and its committees to meet their respective mandates; (iv) the past performance of directors being considered for re-election; (v) satisfaction of applicable regulatory requirements; and (vi) satisfaction of such other criteria as may be established by the Board or the Committee from time to time.

Each nominee will be considered on the basis of merit and suitably extensive enquiries should be made to find candidates which include:

- (a) regularly assessing and identifying the necessary and desirable skills, experience and knowledge for Board members;
- (b) regularly assessing and identifying the skills, experience and knowledge represented on the Board and those desired;
- (c) regularly assessing and determining the time commitment needed from each Board member to adequately perform their duties;
- (d) making suitable inquiries of others (which may include professional executive search and recruitment consultants) for candidates;
- (e) interviewing each candidate and conducting background and reference checks;
- (f) ensuring that each candidate has the necessary skills, experience and knowledge to perform their duties and responsibilities as a director and is able to devote the time necessary to perform their duties and responsibilities.

Approval Date: September 23, 2025