TITAN MINING CORPORATION
(the "Company")

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
(the "Committee") CHARTER

ARTICLE 1
PURPOSE

1.1 The Committee has been established by the board of directors of the Company (the "Board") to:

(a) identify individuals qualified to become Board members;

(b) to assess and report on the effectiveness of the Board and any committees thereof; and

(c) to develop and recommend to the Board a set of corporate governance policies and principles applicable to the Company in light of the corporate governance guidelines published by regulatory bodies having jurisdiction, and to conduct periodic reviews of such policies and principles.

ARTICLE 2
COMPOSITION OF COMMITTEE, CHAIRPERSON

2.1 The Committee will be comprised of at least two directors, all of whom will:

(a) be independent as defined under National Instrument 52-110 of the Canadian Securities Administrators; and

(b) meet the applicable independence requirements of any other applicable law, including the rules promulgated by any stock exchange upon which its securities are listed.

2.2 Members of the Committee, including the Chairperson, will be appointed and may be removed, with or without cause, by the Board on its own initiative or on the recommendation of the Committee.

ARTICLE 3
MEETINGS AND QUORUM

3.1 The Committee will meet, in person or by teleconference, at least once a year; provided that the Chairperson or any other member of the Committee may call a meeting at any time.

3.2 The Committee will report to the Board on its activities at the Board meeting following each Committee meeting.

3.3 The Committee may specifically delegate to any one or more of its members authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation will be reported to the Committee at its next meeting.

3.4 The quorum at any meeting of the Committee will be a majority of the members of the Committee.

3.5 Unless otherwise determined by the Committee, the Company's Secretary will act as Secretary to the Committee.

ARTICLE 4
DUTIES AND RESPONSIBILITIES

4.1 The Committee will develop and facilitate an appropriate orientation program for newly elected directors of the Company to familiarize new directors with the Company's strategic plan, the business environment and market in which the Company operates, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, and its principal officers.

4.2 Subject to the powers and duties of the Board, the responsibilities of the Committee generally include, but are not limited to, undertaking the following:

(a) developing the approach of the Company to matters of corporate governance, making recommendations to the Board with respect to all such matters;

(b) conducting periodic reviews of the Company's governance principles and practices and making recommendations to the Board as it believes appropriate;

(c) keeping abreast of best corporate governance practices, both locally and abroad and making recommendations to the Board on the need, where appropriate, for Board member participation in continuing education programs;

(d) evaluating the effectiveness of the Board and its committees and of management of the Company as a whole and reporting thereon to the Board;

(e) reviewing and assessing the independence of each member of the Board;

(f) reviewing, from time to time, the structure, composition and size of the Board, with a view to determining the impact of the number of Board members upon its effectiveness and reporting thereon to the Board;

(g) identifying any weaknesses in the current Board composition;

(h) developing and recommending to the Board criteria for the selection of candidates to serve on the Board;

(i) considering the advisability of, and any requirements for, rotation of members of the Board and making the appropriate recommendations to the Board in connection therewith;

(j) identifying and evaluating potential nominees for Board membership and, after assessing the credentials, diversity, and fitness for office of each proposed nominee, recommending to the Board appropriate nominees for election to the Board at annual general meetings of the shareholders;

(k) considering the composition and mandates of the Board committees and the selection and rotation of committee members and chairmen, and submitting recommendations to the Board in connection therewith;

(l) reviewing Committee member qualifications and periodically conducting a performance evaluation of the Committee;

(m) assessing the Company's current directors' and officers' insurance policy and making recommendations relating to its renewal or amendment or the replacement of the current insurer;

(n) considering or establishing a plan of succession;

(o) subject to applicable laws and the articles of the Company, formulating and administering all policies and practices of the Company with respect to the indemnification of directors and officers by the Company and approving all required payments made pursuant thereto;

(p) reviewing and approving any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Company's annual information form, management proxy circular and/or annual report; and

(q) performing such other functions as may be designated in future resolutions of the Board.

4.3 The Committee will have the sole authority to engage any outside advisor that it determines necessary to permit it to carry out its duties. All reasonable costs incurred in respect of such engagement will be paid for by the Company at the direction of the Chairperson.

ARTICLE 5
GENERAL

5.1 This Charter may from time to time be amended pursuant to corporate governance rules, regulations and trends as required, subject to the approval of the Board.

Adopted by the Board of Directors of Titan Mining Corporation November 12, 2021, as amended on November 10, 2026