

## **Governance and Nominating Committee Charter**

### **I. Purpose**

This Governance and Nominating Committee (the “Committee”) is appointed to ensure compliance with applicable corporate governance practices, oversee Board performance and composition, review and recommend the composition of the Board’s committees, and assist in identifying and recommending qualified candidates for election or appointment to the Board.

### **II. Composition**

The Committee shall consist of at least two directors, with the majority being independent. Committee members shall be appointed and may be removed by the Board.

### **III. Meetings**

The Committee shall meet as necessary. A majority of the members shall constitute a quorum. Minutes of meetings shall be maintained and be made available to the Board.

### **IV. Responsibilities**

The Committee shall have the following responsibilities:

- Identify and nominate candidates for election or re-election to the Board
- Recommend committee memberships and chair assignments, on an as needed basis
- Recommend corporate governance policies and monitor compliance
- Oversee Board and director performance assessments
- Oversee director orientation and continuing education
- Ensure Board and committees maintain appropriate skills, diversity, and independence

Approved by Edge Copper’s Board of Directors  
*September 16, 2025*