

DRYDEN

GOLD CORP

CORPORATE GOVERNANCE OVERVIEW AND GUIDELINES

(as approved by the Board on September 16, 2025)

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CORPORATE GOVERNANCE OVERVIEW AND GUIDELINES

1. Introduction

The board of directors (the “**Board**”) of Dryden Gold Corp. (the “**Corporation**”) has adopted these Corporate Governance Overview and Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its duties and responsibilities. The Guidelines are to be applied in a manner consistent with applicable laws and the Corporation’s incorporating documents. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with the duties and responsibilities owed to the Corporation and its shareholders.

2. Director Responsibilities

Oversee Management of the Corporation. The principal responsibilities of the directors are to oversee the management of the Corporation and, in so doing, serve the best interests of the Corporation on behalf of its shareholders. These responsibilities require that the directors attend to the following:

- review and approve on a regular basis, and as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
- evaluate the performance of the Corporation, including the appropriate use of corporate resources;
- evaluate the performance of, and oversee the progress and development of, senior management and take appropriate action, such as promotion, change in responsibility and termination;
- implement senior management succession plans;
- evaluate the Corporation’s compensation programs;
- establish a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
- evaluate the Corporation’s systems to identify and manage the risks faced by the Corporation;
- review and decide upon material transactions and commitments;
- develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
- provide assistance to the Corporation’s senior management, including guidance on those matters that require Board involvement; and
- evaluate the overall effectiveness of the Board and its committees.

Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Corporation and its shareholders free from personal

interests. In discharging their duties, when appropriate, the directors normally are entitled to rely on the Corporation's senior executives and its outside advisors, auditors and legal counsel but also should consider second opinions where circumstances warrant.

Understand the Corporation and its Business. Directors are expected to become and remain informed about the Corporation and its business, properties, risks and prospects.

Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Corporation. Directors should also provide for periodic reviews of the integrity of the Corporation's internal controls and management information systems.

Protect Confidentiality and Proprietary Information. Directors are responsible for establishing policies that are intended to protect the Corporation's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.

Board, Committee and Shareholder Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors who reside in or near the city where the Corporation holds a shareholders' meeting are expected to make a reasonable effort to attend such meeting.

Indemnification. The directors are entitled to Corporation-provided indemnification through corporate articles and by-laws, corporate statutes, indemnity agreements and, when available on reasonable terms, directors' and officers' liability insurance.

3. Director Qualification Standards

Independence. The Board will ensure it has at all times at least the minimum number of the members of the Board who meet applicable standards of director independence. For members of the Audit Committee, director independence is to be determined in accordance with those securities laws and stock exchange independence standards applicable to the Corporation's Audit Committee. Those standards are included in the Audit Committee Charter. For other purposes, the Board will, from time to time, establish independence standards that (i) comply with applicable securities laws and stock exchange requirements and (ii) are designed to ensure that the director does not have, directly or indirectly, a financial, legal or other relationship with the Corporation that would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.

Size and Skills of Board. The Board believes that a Board comprised of 4 to 7 members is an appropriate size given the Corporation's present circumstances. The Board also believes that at least two of the directors should be independent under the standards currently in effect, of which at least two members must also meet the standards applicable to the Audit Committee. The Board will also consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each director.

Other Directorships. The Board does not believe that its members should be prohibited or discouraged from serving on boards of other organizations, and the Board does not propose any specific policies limiting such activities, providing they do not reduce a director's effectiveness or

result in a continuing conflict of interest. However, the Board should take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and in making its recommendations.

Tenure. The Board does not believe it should establish director term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, significant insight into the Corporation and its operations and an institutional memory that benefits the Board as well as management. As an alternative to term limits, the Board will review each director's continuation on the Board annually. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Corporation to replace directors where the Board makes a determination in that regard.

Offices of Chairman and CEO. The Board will select a Chairman of the Board in a manner and upon the criteria that the Board deems appropriate at the time of selection. In circumstances where the Board determines to appoint an executive of the Corporation as Chairman of the Board, the Board will separately appoint an independent director to serve in the capacity as "lead director", as that role is contemplated by National Policy 58-201.

Selection of New Director Candidates. Except where the Corporation is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Board will be responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board.

Extending the Invitation to a New Director Candidate to Join the Board. An invitation to join the Board will be extended by the Chairman of the Board when authorized by the Board.

4. Board Meetings

Selection of Agenda Items. The Chairman of the Board shall propose an agenda for each Board meeting. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter (emergencies excepted).

Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board and management, will normally determine the frequency and length of Board meetings, however, the ultimate power in this regard rests with the plenary Board. Special meetings may be called from time to time as required to address the needs of the Corporation's business.

Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will normally be distributed by email to the directors reasonably before the meeting (with a goal of 3-4 business days) and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of a very time-sensitive nature and that the distribution of materials on these matters before the meeting may not be practicable.

5. Board Committees

Key Committees. The Board will at all times have an Audit Committee. Such committee will have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary.

Committee Charters. The charter of the Audit Committee will set forth the purposes, goals and responsibilities of the committee. The Board will, from time to time as it deems appropriate, but at least annually, review and reassess the adequacy of each charter and make appropriate changes. Each charter must address those matters required by applicable securities laws and stock exchange rules.

Assignment of Committee Members. The Audit Committee must meet the independence standards applicable to the Audit Committee. The Audit Committee will have a minimum of three directors. Other committees shall have at least one member or the minimum number of members required by applicable law and the Corporation's incorporating documents.

Selection of Agenda Items. Each committee chair, in consultation with the committee members and one or more members of management, will develop the committee's agenda.

Frequency of Committee Meetings. The chair of each committee, in consultation with the committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called by any member from time to time as required to address the needs of the Corporation's business and fulfill the responsibilities of the committees.

6. Director's Access to Management and Independent Advisors

Access to Officers and Employees. All directors have at all reasonable times and on reasonable notice, full and free access to officers and employees of the Corporation. Any meetings or contacts that a director wishes to initiate should normally be arranged through the CEO or the CFO. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Corporation. The directors are normally expected to provide a copy or otherwise inform the CEO of any communication between a director and an officer or employee of the Corporation.

Access to Independent Advisors. The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Corporation. Such independent advisors may be the regular advisors to the Corporation. The Board or any such committee is empowered, without further action by the Corporation, to cause the Corporation to pay the appropriate compensation of such advisors as established by the Board or any such committee.

7. Director Compensation

Role of Board. The form and amount of director compensation will be approved by the Board in accordance with the general principles set forth herein.

Form of Compensation. The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of

director compensation helps align the interest of directors with those of the Corporation's shareholders.

Amount of Compensation. The Corporation seeks to attract exceptional talent to its Board. Therefore, the Corporation's policy is to compensate directors competitively relative to comparable companies. The Corporation's management will, from time to time, present a report to the Board comparing the Corporation's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairs of the committees, if not members of management, to receive additional compensation for their additional duties in these positions. Directors who are also employees of the Corporation may receive additional compensation for Board or committee service if they are not already compensated at full industry rates in their capacities as employees.

Director Stock Ownership. The Board believes that each director should acquire and hold shares of Corporation stock in an amount that is meaningful to shareholders and appropriate to each such director.

8. Director Orientation and Continuing Education

Director Orientation. The Board and the Corporation's senior management will conduct orientation programs for new directors. The orientation programs will include presentations by management to familiarize new directors with the Corporation's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program will include a review of the Corporation's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Corporation headquarters and, to the extent practical, certain of the Corporation's significant facilities.

Continuing Education. To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Corporation will provide the directors with suggestions to undertake continuing director education, the cost of which will be borne by the Corporation.

9. Management Evaluation and Succession and Executive Compensation

Selection of CEO. The Board selects the Corporation's CEO in the manner that it determines to be in the best interests of the Corporation. The Board, together with the CEO, will develop a clear position description for the CEO. The board will also develop the corporate goals and objectives that the CEO is responsible for meeting.

Evaluation of Senior Management. The Board will be responsible for overseeing the evaluation of the CEO. The Board will determine the nature and frequency of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the CEO. The Board will review the assessment to ensure that the CEO is providing the best leadership for the Corporation over the long- and short-term. The Board will also consider the recommendations of the CEO with regards to the compensation of the other members of senior management.

Succession of Senior Management. The Board will be responsible for overseeing an annual evaluation of senior management succession planning.

Expectations of Senior Management. The Board will establish, and review on an annual basis, its expectations for senior management generally.

Executive Compensation. Compensation of the CEO must be determined by the Board. The CEO must not be present during voting or deliberations. Compensation for all other members of senior management must be determined by the Board.

10. Code of Business Conduct and Ethics

The Board of Directors will adopt and maintain a Code of Business Conduct and Ethics which will apply to the employees, officers and directors of the Corporation. The Code of Business Conduct and Ethics will be in accordance with the guidelines set forth in section 3.8 of National Policy 58-201 *Corporate Governance Guidelines* and other applicable laws and regulations.

11. Periodic Review of the Corporate Governance Guidelines

The Board will, from time to time, review and reassess the adequacy of these Guidelines and consider any proposed changes.