



DEEP SEA MINERALS CORP.
Corporate Governance Charter

Approved by	Board of Directors
Effective date	May 1, 2026
Last reviewed	April 27, 2026
Policy owner	Chief Executive Officer / Corporate Secretary

1. PURPOSE

The Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Deep Sea Minerals Corp. (the "Company") to assist the Board in discharging its duties relating to the safeguarding of assets; to develop, recommend, and oversee the operation of adequate corporate governance systems applicable to the Company in compliance with all applicable legal requirements, stock exchange rules and accounting standards; to identify individuals qualified to become Board members; and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders. This Corporate Governance Charter sets out the principles and framework of governance adopted by the Company. The Board is committed to maintaining high standards of corporate governance to enhance corporate performance and protect the interests of shareholders and stakeholders.

2. GOVERNANCE OBJECTIVES

- Ensure ethical, transparent, and responsible decision-making.
- Comply with all applicable legal, regulatory, and CSE listing requirements.
- Support sustainable exploration and development practices.
- Maintain accountability to shareholders and key stakeholders.
- Facilitate long-term value creation.

3. Board Responsibilities

The Committee shall establish and periodically review the Company's corporate governance philosophy and strategies and the specific plans and policies adopted to implement the strategies [and to ensure that such philosophy, strategies, plans and policies are aligned with the Company's shareholders' interests], which shall encompass the duties set forth in this section:

- a. develop and make recommendations to the Board with respect to the Company's corporate governance systems and to thereafter monitor and periodically review the effectiveness of such corporate governance system, including business process control and business risk management;
- b. prepare and recommend to the Board for adoption a set of governance principles applicable to the Company;
- c. keep abreast of best corporate governance practices both locally and internationally, and to provide recommendations to the Board for changes to the Company's practices;
- d. review the size and composition of the Board and its committees to ensure compliance with all applicable regulations, including with respect to director independence requirements, and effective governance;
- e. develop director orientation and continuing education programs for directors and for management and thereafter periodically review the effectiveness of such programs, which programs are intended to ensure that:
 - i. the responsibilities of the Board are understood by the directors and management, and that the boundaries between the Board and the management responsibilities are clearly understood and respected; and
 - ii. the resources available to the Board (in particular, timely and relevant delivery of information) are adequate to support its work;
- f. review the functions and effectiveness of the Board, the other Board committees and their respective charters and to recommend to the Board any appropriate changes, including the creation and elimination of committees and the amendment of the committee charters, as the case may be;
- g. prepare and recommend to the Board, and thereafter monitor and periodically review, the Company's policies for preventing and detecting fraud;
- h. supervise and evaluate the Company's securities compliance procedures and report to the Board regarding recommended changes to such procedures and the adoption of any additional procedures;

- i. review and evaluate the operational effectiveness of the Company's policies and procedures.
- j. recommend actions to be taken where weaknesses in control were previously identified;
- k. establish procedures for the oversight functions of the Committee with respect to the duties set forth in this charter; and
- l. recommend sound corporate governance practices and review the Company's compliance with relevant statutory and stock exchange corporate governance requirements.

4. Other Responsibilities

- Review peer group, mining industry and other relevant corporate governance systems reported through surveys and other sources.
- Consult with any appropriate independent professionals the effectiveness of disclosure controls and procedures and significant trends and developments in financial reporting practices and requirements and their effect on the financial statements.
- Review with management, and any external counsel as the Committee considers appropriate, any legal matters (including the status of pending tax issues or litigation) that may have a material impact on the Company and any material reports on inquiries from regulatory or governmental agencies.
- Develop, recommend to the Board and periodically review the Company's insider trading policy, in which mandatory black-out periods shall be imposed during which directors and management of the Company are prohibited from trading in securities of the Company.

5. Board Composition

- The Board will be composed of a minimum of three (3) directors, the majority of whom will be independent as defined under CSE policies and National Instrument 58-101.
- Directors will be nominated and elected in accordance with applicable corporate law and the Company's articles.
- Board members shall have skills and experience in mining, geology, finance, and public company governance.

6. Committees of the Board

The Board may establish committees as needed. At minimum, the following committees should be established:

6.1 Audit Committee

- Comprised entirely of independent directors.
- Oversees financial reporting, internal controls, and audit processes.
- Ensures compliance with National Instrument 52-110.

6.2 Corporate Governance & Nominating Committee

- Recommends board appointments.
- Reviews corporate governance practices.

6.3 Compensation Committee

- Reviews executive and director compensation.
- Ensures alignment with performance and shareholder interests.

7. Code of Ethics and Conduct

The Company will maintain a Code of Business Conduct and Ethics that applies to directors, officers, employees, and contractors. All parties must:

- Act honestly and with integrity.
- Avoid conflicts of interest.
- Comply with all laws and policies.
- Promote responsible mineral exploration and sustainability.

8. Disclosure and Transparency

- The Company will maintain timely, accurate, and balanced disclosure.
- The Company will comply with National Instrument 51-102 and CSE Form 7M reporting.
- The Company will maintain a Company Personnel to guide communication with investors, analysts, and media.

9. Risk Management and Internal Controls

- The Board is responsible for identifying and overseeing the management of key business risks, including geological, operational, financial, regulatory, and environmental risks.
- The Company will maintain internal controls appropriate for its size and stage.

10. Shareholder Engagement

- The Company values shareholder input and maintains open and effective communication channels.
- The annual general meeting serves as a primary platform for shareholder engagement.

11. Review and Amendments

- This Charter will be reviewed annually by the Board and amended as required to reflect changes in laws, regulations, or business practices.

Approved by the Board of Directors on May 1, 2026.