GENERAL FUSION GROUP LTD.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Corporate Governance Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of General Fusion Group Ltd. (the "**Company**") to (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual general meeting of shareholders and to fill vacancies occurring between annual general meetings of shareholders; (2) recommend to the Board matters of corporate governance, including the adoption or modification of any Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the Board's performance and succession planning; and (4) recommend to the Board director nominees for each committee of the Board.

COMMITTEE MEMBERSHIP

The size of the Committee shall be determined by the Board in its sole discretion, provided that in no event shall it consist of fewer than two members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market LLC ("**Nasdaq**") Listing Rule 5605(a)(2) or such other applicable Nasdaq rule, National Policy 58-201 – *Corporate Governance Guidelines* and any other applicable laws or regulations.

The members of the Committee shall be appointed annually by the Board and will serve at the Board's discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled by the Board.

The Board shall appoint one member of the Committee as its chair (the "**Committee Chair**").

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities but shall meet at least two times per year. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of the Committee members as the acting chair of such meeting.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The Committee, to the extent it deems necessary or appropriate, shall:

1. Develop, and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration, among other matters, the following: (a) the competencies and skills that the Board, as a whole, should possess; (b) the current competencies and skills each existing director possesses, as well as each director's personality and other qualities as they affect Board dynamics; (c) retirement dates; (d) the appropriate size of the Board, with a view to facilitating effective decision-making; (e) the diversity of the Board, including the adopted target for gender diversity of the Board, if any, as set out in the Corporate Governance Guidelines; and (f) the strategic direction of the Company.

2. Identify individuals qualified to become directors for recommendation to the Board, considering the competencies and skills each new nominee will bring to the Board; whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member and any other factors considered appropriate.

3. Recommend to the Board nominees for election to the Board at each annual general meeting of shareholders and fill any vacancy on the Board.

4. Oversee the assessment procedures, references and background checks with respect to individuals suggested for potential Board membership.

5. Review annually the structure and composition of each committee of the Board and make recommendations to the Board for changes to the committees of the Board, including the structure, composition and leadership of the various committees.

6. Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.

7. Oversee the self-evaluations of the Board, its members and its committees.

8. Annually, or more frequently as it deems appropriate, review developments in corporate governance and the adequacy of the Corporate Governance Guidelines and corporate governance practices of the Company and recommend any changes thereto to the Board for approval.

9. Review any potential conflicts of interest involving a director for the purpose of determining independence and whether such conflict limits or impairs the ability of the director to exercise independent judgment.

10. Review the independence of Board members.

11. Oversee the Company's programs, policies and practices relating to corporate governance and corporate responsibility and sustainability.

12. Annually, or more frequently as it deems appropriate, review or lead the review of the succession planning for the Company's directors.

13. Review and approve the request of an individual director to engage independent counsel in appropriate circumstances, at the Company's expense.

14. In determining whether to recommend a director for re-election, consider the director's past attendance at meetings and participation in and contributions to the activities of the Board.

15. Have the authority, in its sole discretion, to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other terms and conditions of the search firm's retention.

16. Engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties, at the Company's expense.

17. Assess shareholder proposals, as necessary, and make recommendations to the Board.

18. Regularly report to the Board regarding the activities of the Committee.

19. Annually assess (or cause to be assessed) the effectiveness and contributions of the Board and the Board Chair, each committee of the Board and the Committee Chairs, and individual directors.

THIS CHARTER

The Committee shall review and reassess the adequacy of this Charter on an annual basis or as required and recommend any proposed changes to the Board for approval.

Approved: July 10, 2026.