GENERAL FUSION GROUP LTD.
CORPORATE GOVERNANCE GUIDELINES

PURPOSE

The Board of Directors (the "**Board**") of General Fusion Group Ltd. (the "**Company**") has adopted the following corporate governance guidelines (these "**Guidelines**") to assist the Board in the exercise of its responsibilities.

These Guidelines should be interpreted in the context of all applicable laws and the Company's articles and other corporate governance documents, including the Board mandate (the "**Board Mandate**"). These Guidelines acknowledge the leadership exercised by the Board's standing committees and their respective chairs (each, a "**Committee Chair**") and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate or as required by applicable laws and regulations. In the event of a conflict between these Guidelines and the Board Mandate, the Board Mandate shall govern.

DIRECTOR RESPONSIBILITIES

Each member of the Board must act honestly and in good faith with a view to the best interests of the Company, must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and must act in accordance with its obligations contained in the *Business Corporations Act* (British Columbia) and the regulations thereto, the Company's Articles, and applicable United States and Canadian securities legislation.

Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities in accordance with these Guidelines and the Board Mandate.

All directors are expected to be knowledgeable about the Company's operations, activities and industry and to gain and maintain a reasonable understanding of the current regulatory, legislative, business, social and political environments within which the Company operates.

BOARD STRUCTURE

Size of the Board

The Board is committed to reviewing its size periodically, with the assistance of the Nominating and Corporate Governance Committee and currently considers seven directors to be an appropriate number for the size of the Company and sufficient to provide an appropriate mix of backgrounds and skills for the stewardship of the Company.

Composition

Except as otherwise permitted by the applicable Nasdaq Stock Market LLC ("**Nasdaq**") rules, National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") or other applicable rules and regulations, the Board will be comprised of a majority of directors who qualify as independent directors as required under Nasdaq Listing Rule 5605(a)(2) or such other applicable Nasdaq rule, and NP 58-201 ("Independent Directors"). Further, members of the Audit Committee must qualify as "independent" within the meaning of National Instrument 52-110 – Audit Committees ("**NI 52-110**") and Rule 10A-3(b) under the Securities

Exchange Act of 1934, as amended, and the rules and policies promulgated by the Securities and Exchange Commission ("**SEC**").

In addition, in determining the independence of any director or proposed director, the Board shall consider all factors specifically relevant to determining whether a director has a direct or indirect relationship that could, in the view of the other members of the Board, be reasonably expected to interfere with the exercise of his or her independent judgment in carrying out the responsibilities of such director. Any director who is deemed independent and whose circumstances change such that he or she might be considered to no longer be an Independent Director or independent member of a particular committee, shall promptly advise the Board of the change in circumstances.

COMMITTEES OF THE BOARD

To assist it in exercising its responsibilities, the Board has established an Audit Committee, a Nominating and Corporate Governance Committee, and a Human Resources and Compensation Committee, and may establish such other committees as it deems necessary or desirable to assist in the fulfillment of its duties and responsibilities.

Each committee shall have a written mandate that clearly establishes its purpose, responsibilities and duties. Each mandate shall be reviewed by the Board annually.

Each committee shall have the authority to form and delegate authority to subcommittees consisting of one or more committee members when appropriate.

Committee members will be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

All members of the Audit Committee, Nominating and Corporate Governance Committee and Human Resources and Compensation Committee will be Independent Directors, and, in respect of any other committee of the Board, if any, such committee will be comprised of a majority of Independent Directors.

In addition, with respect to the composition of the Audit Committee:

- each member shall be able to read and understand fundamental financial statements, in accordance with Nasdaq audit committee requirements, and shall otherwise be "financially literate" within the meaning of other applicable requirements or guidelines for audit committee service under securities laws or the rules of any applicable stock exchange, including NI 52-110;

- at least one Audit Committee member must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that leads to financial sophistication. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company in the past three years; and

- the Board will endeavor to have, at all times, at least one member of the Audit Committee who qualifies as an "audit committee financial expert" as defined by the SEC. Further, each member should have reasonably sufficient experience in such other economic, financial, investment or business matters as the Board may deem appropriate.

MEETINGS

A director is expected to regularly attend meetings of the Board and all committees on which the director sits, with the understanding that, on occasion, a director may be unable to attend a meeting.

Directors should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities; provided, however, that the Board shall hold meetings on at least a quarterly basis.

The Board Chair, in consultation with the CEO and Corporate Secretary, will establish the agenda for each Board meeting. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the directors approximately one week prior to each Board meeting. Directors having items to suggest for inclusion on the agenda for future Board meetings should advise the Corporate Secretary and Board Chair well in advance of such meetings.

Each Committee Chair, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Each Committee Chair, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

Each Committee may invite such other directors, officers and employees of the Company and such other advisors and persons as are considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

At each Board meeting following each meeting of the respective committees, the respective Committee Chairs shall report to the Board on the committees' activities. Minutes of committee meetings will be made available to all directors upon request and copies should be filed with the Corporate Secretary.

A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the committee members approximately one week prior to each committee meeting.

All meetings of the Board and any committee thereof will be conducted in accordance with the constating documents of the Company, including with respect to quorum, voting and means of participation.

All directors are expected to prepare in advance of the meetings of the Board and its committees in order to fully and frankly participate in the deliberations of the Board and its committees with the intent to make informed decisions.

EXECUTIVE SESSIONS

The Independent Directors will meet in executive session without non-Independent Directors or management present at most regularly scheduled Board meetings or more often as determined appropriate by the Independent Directors.

BOARD LEADERSHIP

The Board may, from time to time, appoint a chair (the "**Board Chair**") and, if the Board Chair is not independent, a "lead director" who meets the qualifications of an Independent Director set forth above (the "**Lead Director**").

The Lead Director's responsibilities include, but are not limited to: (a) acting as the effective leader of the Board; (b) presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the Independent Directors; (c) ensuring that the Board's agenda will enable it to successfully carry out its duties; (d) approving Board meeting schedules and agendas; and (e) acting as the liaison between the Independent Directors and the Chief Executive Officer and any non-Independent Board Chair.

The Board Chair shall have the duties and responsibilities as set out in the position description of the Board Chair, which shall include the responsibility for managing such duties and responsibilities as the Board may establish from time to time.

DIRECTOR QUALIFICATIONS AND SELECTION CRITERIA

Prior to nominating or appointing individuals as directors, the Board will consider the advice and input of the Nominating and Corporate Governance Committee on all relevant matters, including (a) the appropriate size of the Board, with a view to facilitating effective decision-making; (b) what competencies and skills the Board, as a whole, should possess; (c) what competencies and skills each existing director possesses; (d) the achievement of any adopted targets or objectives in relation to diversity on the Board; and (e) such other factors as it determines relevant.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board will provide an orientation process for new directors, including background material on the Company such as a description of the nature and operation of its business, the role of the Board and its committees, and the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Company expects from its directors). As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

The Board should provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current.

SERVICE ON OTHER BOARDS

Each director shall advise the Nominating and Corporate Governance Committee Chair and the Chair of Board prior to accepting any other public company directorship or any assignment to the audit committee of the board of directors of any public company of which such a director is a member. The Nominating and Corporate Governance Committee and the Board will consider the nature of and time involved in a director's service on other boards or other organizations when evaluating the suitability of nominee directors for election or re-election and making recommendations to Company shareholders for election.

CONFLICTS OF INTEREST

Members of the Board are to disclose any conflict of interest or potential conflict of interest to the entire Board, as well as any committee of the Board on which they serve, including, without limitation, any material interest they have in a contract or proposed transaction that is material to the Company, or whether they are directors of, or have a material interest in, a party who has a material interest in the contract or transaction.

In situations where a director has a material interest in a matter to be considered by the Board or any committee on which he or she serves, such director may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. However, if the Board determines that a conflict or potential conflict of interest cannot be cured, the individual may be asked to resign from his or her position with the Company.

ACCESS TO SENIOR MANAGEMENT

The Board and its committees will have complete access to management of the Company in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not materially distract management from its responsibilities or disturb the business operations of the Company.

ACCESS TO INDEPENDENT ADVISORS

The Board shall have authority to obtain advice and assistance from internal or external legal, accounting, consulting or other advisors, at the Company’s expense.

ANNUAL SELF-EVALUATION

The Board, its committees and each individual director will conduct an annual evaluation of his, her or its performance, effectiveness and contribution in accordance with any process implemented by the Nominating and Corporate Governance Committee, considering, without limitation: (a) in the case of the Board or a board committee, the Board’s mandate or charter; and (b) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board.

Approved: July 10, 2026.