



BOARD OF DIRECTORS CHARTER

PURPOSE

The Board of Directors (the "**Board**") of GURU Organic Energy Corp. (the "**Company**") is responsible for the supervision of the management of the business and affairs of the Company. The Board shall pursue the best interests of the Company and shall discharge its duties directly and through the committees that may exist from time to time.

The composition and meetings of the Board are subject to the requirements set forth in the articles and by-laws of the Company, as well as in applicable laws and the rules of the Toronto Stock Exchange (the "**TSX**") or any other stock exchange on which the securities of the Company are listed. The present charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws, applicable laws and the rules of the TSX or any other stock exchange on which the securities of the Company are listed.

PART I - BOARD COMPOSITION AND EVALUATION

The majority of the members of the Board shall, pursuant to applicable laws, rules, regulations and listing requirements, meet the independence requirements, and a majority of the members shall have the required experience and qualifications as determined by the Board.

The Board shall, on an annual basis, evaluate and review its performance as a whole, as well as the performance of each individual director while taking into account: (i) in the case of the Board as a whole, the present Charter, and (ii) 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 contribute to the Board.

The Board, upon recommendation of the Governance, Human Resources and Compensation Committee (the "**GHRC Committee**") is responsible for identifying individuals qualified to become Board members considering, the size of the Board and the competencies and skills of directors and proposed directors and the nominees for election at the next annual meeting of shareholders. Prior to proposing a nominee for election at the next annual meeting of shareholders, the Board is responsible for ensuring that prospective candidates fully understand and are provided with appropriate information regarding the role of the Board and its committees (collectively, the "**Committees**") and the contribution expected from individual directors.

PART II - BOARD RESPONSIBILITIES AND DUTIES

In furtherance of its purpose, the Board assumes certain duties and responsibilities, some of which are initially reviewed and recommended by a Committee to the full Board for approval. The duties

and responsibilities of the Board include the following:

1. STRATEGY AND BUDGET

- Oversee the formulation of long-term strategic, financial and organizational goals for the Company, and periodically review its mission and business vision.
- Review and approve, at least annually, the Company's strategic plan, which plan shall consider the opportunities and risks of the Company's business.
- Approve the Company's annual operating and capital budgets.
- Review and monitor the Company's short and long-term performance against approved plans and budgets.
- Advise management with critical and sensitive issues.
- Review and approve material transactions and capital investments, not in the ordinary course of business (including proposals on mergers, acquisitions and other major investments or divestitures).

2. GOVERNANCE

- Oversee the Company's policies concerning business conduct, ethics, public disclosure of material information and other matters.
- Oversee charitable contributions made by the Company (refer to Authorization Policy).
- Develop, adopt, implement, review and enforce the Company's Code of Ethics and Business Conduct, Majority Voting Policy, Trading Policy, Disclosure Policy and Authorization Policy and any such other policies that may be adopted by the Board from time to time, and the actions, reports and recommendations received periodically from the Audit Committee and the GHRC Committee with respect to the conduct of the business in compliance with such policies.

3. BOARD AND COMMITTEE MEMBERS

- Approve the nomination of directors to the Board and its Committees, as well as:
 - ensure that the requisite number of the Company's directors have no direct or indirect material relationship with the Company and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;
 - develop, in collaboration with the GHRC Committee, appropriate qualifications/criteria for the selection of Board members, including criteria for determining director independence; and
 - appoint the Board Chair and the Chair and members of each Committee of the Board, in consultation with the relevant Committee of the Board.
- Determine the directors' remuneration for Board and Committee service while ensuring that the Company's compensation policy for directors reflects realistically the time spent, responsibilities and risks involved in being an effective director.
- Assess annually the effectiveness and contribution of the Board, the Chair, and of each Committee of the Board and their respective Chairs and of individual directors.
- Identify individuals qualified to become members of the Audit Committee in light of the independence, financial literacy, experience and other membership requirements set forth under applicable laws, rules and regulations and listing requirements.
- Provide a comprehensive orientation program for new directors to the Board and continuing education opportunities for directors regarding the Company's business and operations and make such continuing education available to its members when required.

- Develop written position descriptions for the Chair, and the Chair of each Committee of the Board.
- Review and discuss with each of the Committees of the Board the appropriateness of their respective charters and any changes to such charters, which may be recommended by such Committee to the Board.

4. CEO, CFO, OTHER EXECUTIVE OFFICERS AND COMPENSATION AND BENEFIT POLICIES

- Appoint the executive officers of the Company including, but not limited to, the President and Chief Executive Officer (the “**CEO**”) and the Chief Financial Officer and Corporate Secretary (the “**CFO**”) and together with the CEO and the other executive officers (including the Founder and Chair), as appropriate, the “**Executive Officers**”).
- Develop a written position description for the role of the CEO.
- Develop the corporate goals and objectives that each Executive Officer is responsible for meeting and review the performance of each Executive Officer against such corporate goals and objectives.
- Evaluate, annually in conjunction with the GHRC Committee, the performance of each Executive Officer in relation with the corporate and personal objectives set by the Board.
- Approve, upon recommendation of the GHRC Committee, the Company’s compensation and benefits policies or any changes thereto for Executive Officers.
- Approve all forms of compensation for the Executive Officers by the independent directors.
- Ensure, upon recommendation of the GHRC Committee, that the Company’s compensation and benefits policies create and reinforce good conduct, ethical behavior and promote reasonable risk taking.
- Satisfy itself as to the integrity of the Executive Officers and senior management and that the Executive Officers and senior management create a culture of integrity throughout the organization.
- Provide stewardship in respect of succession planning, and approve, as may be required, (i) the succession plan with respect to the positions of the Executive Officers, and (ii) the appointment, training and monitoring of the Executive Officers and senior management.

5. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

- Identify and assess the principal risks of the Company’s business and ensure the implementation of appropriate systems to manage these risks.
- Ensure the integrity of the Company’s internal control system and management information systems and the safeguarding of the Company’s assets.
- Review, approve, and as required, oversee compliance with the Company’s Disclosure Policy (regarding corporate disclosure and confidentiality) and the Trading Policy by directors, Executive Officers and other management and employees.
- Review and approve the Company’s internal and external policies for communicating and disseminating information, the whole in accordance with the Disclosure Policy.
- Review and oversee the Company’s internal controls over financial reporting and its disclosure controls and procedures.
- Review and approve the Code of Ethics and Business Conduct with the purpose of promoting integrity and deterring wrongdoing and encouraging and promoting a culture of ethical business conduct and as required, oversee compliance with the Code of Ethics and Business Conduct by directors, Executive Officers and other management and employees.
- Ensure that the Company adopts prudent financial standards with respect to its business

and prudent levels of debt in relation to its consolidated capitalization.

6. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

- Review and approve, as required, the Company's financial statements, management's discussion and analysis, related financial information, and financial outlook, the whole in accordance with the Disclosure Policy.
- Appoint (including terms and review of engagement), subject to the approval of the shareholders of the Company, remove the external auditor, and approve external auditor compensation.
- Review and approve the Authorization Policy.

7. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS

- Oversee the adequacy of the Company's processes to ensure compliance by the Company with applicable legal and regulatory requirements.
- Establish appropriate measures for receiving feedback from stakeholders.

8. OTHER

- Review, approve, and as required, oversee, with the assistance of the GHRC Committee, the compliance with the Company's environmental, social, health and safety and governance and ethics policies by the Company's directors, Executive Officers, management, employees and consultants.
- Perform any other function as prescribed by law or as not delegated by the Board to one of the Committees of the Board or to management.

PART III - BOARD GOVERNANCE AND PROCEDURE

BOARD CHAIR

The Board shall annually appoint its Chair from among the Company's directors. The Board Chair leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently. The Board shall develop a written position description for the Board Chair.

TERM OF OFFICE

The members of the Board shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual meeting of the shareholders or until their successors are so appointed.

PROCEDURES FOR MEETINGS

- The Board shall fix its own procedure at meetings and for the calling of meetings. Meetings of the Board will be held quarterly, or more frequently, as required. Independent directors may meet before or after each Board meeting or more often if required. All independent directors and non-management directors shall meet in an executive session in the absence of management following each regularly scheduled meeting of the Board.
- The Board shall keep such records, as it may deem necessary of its proceedings.
- The Board may invite any of the Company's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

- Directors are expected to attend all meetings of the Board and of its Committees (if applicable) and review, in advance, the meeting materials.
- The proceedings and deliberations of the Board and its Committees are confidential. Each director shall maintain the confidentiality of all information received in his or her capacity as a director of the Company.

QUORUM AND VOTING

A majority of the Board shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the Chair is absent, the Chair of the meeting will be appointed by the latter prior to the meeting. At a meeting, any question shall be decided by a majority of the votes cast.

EXTERNAL ADVISORS

The Board shall have the authority to engage outside counsel and other outside advisors, as it deems appropriate to assist the Board in the performance of its functions. The Company shall provide appropriate funding for such advisors as determined by the Board.

SECRETARY

Unless otherwise determined by resolution of the Board, the Corporate Secretary of the Company or his/her delegate shall be the Secretary of the Board.

REVIEW OF CHARTER

The Board shall review and assess the adequacy of the Board Charter annually and at such other times, as it considers appropriate, and shall make such changes to the Board Charter, as it considers necessary or appropriate.

PART IV - EFFECTIVE DATE OF CHARTER

This Charter was amended by the Board on January 30, 2024.