Eldorado Gold Corporation
Corporate Governance and Nominating Committee Terms of Reference

October 28, 2026

The Board of Directors (the "**Board**") of Eldorado Gold Corporation (the "**Company**") has established the Corporate Governance and Nominating Committee of the Board (the "**Committee**") and approved these Terms of Reference which set out the roles, responsibilities, composition, functions and other matters concerning the Committee.

I. Role

The role of the Committee is to:

(i) Oversee and monitor the Company's:

a) Corporate governance policies, practices and guidelines; and

b) Ethics and compliance policies and programs.

(ii) Review the composition of the Board and its committees, identify and propose to the Board candidates for nomination and election or re-election as directors of the Company ("**Directors**") and oversee Committee Chair, Board Chair and Lead Independent Director (if applicable) succession planning.

(iii) Oversee specific risks and review management's risk management strategies in areas within its remit and as more specifically detailed in these Terms of Reference.

II. Responsibilities

The Committee will have the following duties and responsibilities:

Corporate Governance Practices

(i) Develop and at least annually review and make recommendations to the Board regarding the Company's corporate governance policies, practices and guidelines, taking into account the requirements under applicable laws, rules, regulations and listing standards applicable to the Company from time to time and such other standards, principles, guidelines and corporate governance trends and best practices as the Committee considers appropriate.

(ii) Monitor compliance with and the effectiveness of the corporate governance policies, practices and guidelines adopted by the Company including the Corporate Governance Guidelines and the Diversity Policy.

(iii) Prepare, or cause to be prepared, and review the annual or other reports regarding the Committee's activities as required to be disclosed under applicable securities legislation, and generally advise the Board on the disclosure to be contained in the Company's public disclosure documents on matters of corporate governance.

(iv) Review and make recommendations to the Board with respect to any shareholder proposal or requisition received by the Company.

(v) Support the Sustainability Committee on disclosure, issues and opportunities pertaining to corporate governance as part of the Company's overall approach to its ESG (environmental, social and governance) strategy, policies, practices and guidelines.

(vi) Generally, advise the Board on matters of corporate governance.

Nomination of Directors

(i) Review, on an annual basis, and make recommendations to the Board with respect to both the composition and appropriate size of the Board and its committees, with a view to facilitating effective decision making.

(ii) Develop and review, on an annual basis, a skills matrix of qualification criteria for Board members with a view to the Board possessing, as a whole, an appropriate mix of expertise, skills, attributes and personal and professional backgrounds given the nature of the Company's business, with due consideration given to diversity of gender, race, ethnicity, cultural background and age and other factors as the Committee sees fit.

(iii) Review, on an annual basis, in conjunction with the Board and the and Compensation Committee, the Company's Diversity Policy, assess its effectiveness in promoting diversity at the board level and monitor the level of representation of Designated Groups (as this term is defined in the Diversity Policy) at the Board level.

(iv) Develop and review, on an annual basis, guidelines, lists of potential candidates, expectations and plans, as appropriate, for Board member and Board committee member succession.

(v) Review, interview and recommend to the Board individuals to be nominated for election as Directors at the annual shareholders meeting or appointment as an additional Director or to fill any vacancy on the Board that may exist from time to time based on:

a) The skills or other criteria established in (ii) above;

b) The competencies and skills necessary for the Board, as a whole, to possess;

c) The competencies and skills that the Committee considers each existing Director to possess;

d) The competencies and skills each new nominee will bring to the boardroom;

e) The ability of the nominee to devote sufficient time and resources to his or her duty as a Board member;

f) Retirement dates;

g) The long-term plan for Board composition and the needs of the Board;

h) The diversity of the Board, including the adopted target for representation of ”Designated Groups” (as such term is defined in the Diversity Policy); and

i) The strategic direction of the Company.

(vi) Consider and advise the Board with regard to unsolicited nominations of Director candidates.

(vii) Periodically review the appropriateness of any qualifications, policies or restrictions on Board service, including term limits, any retirement policy and the participation of the Director on other boards or committees thereof, and make recommendations regarding the foregoing to the Board for approval.

(viii) Develop and recommend procedures for selection of the non-executive chair of the Board (the “**Chair**”) and, if the Chair is not an independent Director for the purposes of applicable securities legislation and stock exchange rules, for the selection of a lead independent director (the “**Lead Independent Director**”)

(ix) Identify and recommend a Director for the position of Chair and Lead Independent Director, if applicable.

(x) Consider any resignation submitted by a Director pursuant to the Company’s Majority Voting Policy, and recommend to the Board the action to be taken with respect to such tendered resignation.

(xi) Review, assess the independence of each Director (as that term is defined in applicable securities legislation) and recommend the approval of those independence determinations for approval by the Board.

Board Committees

(i) Establish, at least annually, criteria for membership to the Board Committees and identify and recommend Directors who are not officers or employees of the Company (“**Non-Executive Directors**”) to serve as members on each Board Committee, including Directors who are considered to be independent to serve on applicable Board Committees where required by applicable securities legislation or stock exchange rules or otherwise deemed advisable. The Committee will review and consider Director’s requests for appointment to specific Board Committees.

(ii) Establish and coordinate with the chair of each Board Committee the criteria and method for evaluating such chairs and the effectiveness of such Board Committee.

(iii) Review and assess, at least annually, the Terms of Reference of the Board and each Board Committee, including its own. In conjunction with the Board, the Chair and Lead

Independent Director (if applicable), and in accordance with each respective Board or Board Committee Terms of Reference, the Committee will, if necessary, make such recommendations to the Board for amendments to such Terms of Reference.

(iv) Annually monitor the performance of the committees of the Board ("**Board Committees**") and the Directors in carrying out the duties specified in each of their respective Terms of Reference and report its findings to the Board.

Board, Board Committee and Management Evaluations

(i) Perform an annual review and assessment of the Board, Board Committees and Directors' and management's performance. The review shall seek to identify specific areas, if any, in need of improvement or strengthening and shall culminate in a discussion by the full Board of the results and any actions to be taken. The management evaluation process is in addition to and separate from the performance review conducted annually by the Compensation Committee for the purposes of determining the annual compensation to be paid.

(ii) The review shall be conducted internally and periodically, with the assistance of external third parties retained solely at the Committee's discretion.

Ethics and Compliance

(i) Establish a process to determine when a conflict of interest is considered to exist between a Director and the Company, and the procedures to report or disclose such conflict. Review any matter identified or brought to the attention of the Committee related to the existence of any actual or potential conflict of interest. Following such review, the Committee shall make such recommendation to the Board for review and a decision on any action to be taken.

(ii) Annually review and oversee the Company's Code of Ethics and Business Conduct Policy (the "Code") and associated procedures and review and recommend any revisions to the Code as appropriate. Receive at least an annual ethics and compliance report from the EVP Legal and General Counsel.

(iii) Annually review and oversee the Company's Anti-Bribery and Anti-Corruption Policy, procedures and compliance and training programs (the "ABC Policy") and review and recommend any changes to the ABC Policy as appropriate.

Education

(i) Work with the Company's senior management ("**Management**") to establish an orientation program for new Directors, which shall be designed to, among other things, familiarize new Directors with their duties as Directors as well as the full scope of the Company's business and operations, key management personnel and risks and the expectations of the contribution of time or resources expected of the Directors.

(ii) Work with Management to establish continuing education programs for existing Directors which are appropriate and relevant to enable the Directors to maintain and enhance their skills and abilities and ensure their knowledge and understanding of the Company's business remains current.

General

(i) Annually conduct a self-assessment of the performance of the Committee and the members thereof and report its findings to the Board. This review shall seek to identify specific areas, if any, in need of improvement or strengthening.

(ii) Review, on an annual basis or as necessary, the Company's Directors' and officers' insurance and indemnity arrangements and make recommendations to the Board with respect to any desired changes thereto.

(iii) Review and approve the request of an individual Director to engage independent counsel in appropriate circumstances, at the Company's expense.

(iv) Report at regularly scheduled Board meetings on matters coming before the Committee.

(v) Direct and supervise the investigation into any matter brought to its attention within the scope of its duties.

(vi) Perform such other duties and responsibilities as may be assigned to the Committee by the Board from time to time or as may be required under applicable law or by any applicable regulatory authority.

III. Composition

(i) On the recommendation of the Committee, the Board will annually appoint not fewer than three Directors to form the Committee, all of whom are expected to be "independent" within the meaning of applicable securities legislation and stock exchange rules.

(ii) The Board may, at any time, remove or replace a member, or appoint additional members to fill any vacancy or to increase or decrease the size of the Committee. A member will serve on the Committee until the termination of the appointment or until a successor is appointed or the person ceases to be a Director of the Company.

IV. Meetings Procedures

(i) The Committee shall meet as often as it considers necessary and, subject to the terms hereof and applicable law, otherwise establish its procedures and govern itself as the members of the Committee may see fit in order to carry out and fulfill its duties and responsibilities hereunder.

(ii) Meetings of the Committee may be called by a member of the Committee, the Chief Executive Officer or the Corporate Secretary, and held at such time and place as the person calling the meeting may determine. Not less than 24 hours advance notice of any meeting shall be given orally or in writing personally delivered or by facsimile or electronic mail together with an agenda to each member of the Committee unless all members of the Committee are present at any meeting and agree to waive such notice or any absent member of the Committee from such meeting has waived such notice or otherwise consented to the holding of such meeting in writing.

(iii) A majority of members of the Committee will constitute a quorum provided that a quorum shall not be less than two members. Decisions of the Committee will be by an affirmative vote of the majority of those members of the Committee voting at a meeting. In the event of an equality of votes, the chair of the Committee (the "**Chair**") will not have a casting or deciding vote. The Committee may also act by resolution in writing signed by all the members of the Committee.

(iv) The Board, or failing that, the Committee itself, shall select one of its members to act as the Chair (or in his or her absence, as an alternate Chair).

(v) The Committee shall keep or cause to be kept minutes or other records of its meetings and proceedings and provide such records to the Company as the Committee may so determine.

(vi) Any member of the Committee may participate in a meeting by conference telephone or other communications equipment by means of which all persons participating in the meeting can adequately communicate with each other, and a member participating in a meeting pursuant to this section shall be deemed for purposes of the *Canada Business Corporations Act* to be present in person at the meeting.

(vii) The Committee may invite Management, Directors, employees or other persons as it sees fit from time to time to attend its meetings and assist thereat provided however, that only members of the Committee may participate in the deliberation, and vote on any matter to be decided by the Committee. The Committee may exclude from all or any portion of its meetings any person it deems appropriate in order to carry out its responsibilities.

(viii) The Committee will hold an in-camera session, without management or any Directors that are not Independent Directors present, after each regularly scheduled meeting of the Committee, or when it is deemed necessary by the Chair of the Committee.

(ix) The Company shall provide the Committee with such resources, personnel and authority as the Committee may require in order to properly carry out and discharge its roles and responsibilities hereunder.

(x) The Committee and its members shall have access to such documents or records of the Company and to such officers, employees or advisors of the Company or require their attendance at any meeting of the Committee, all as the Committee or the members thereof may consider necessary in order to fulfill and discharge their responsibilities hereunder.

(xi) Subject to any limitation under applicable law, these Terms of Reference or direction of the Board, the Committee may delegate to a subcommittee or individual member of the Committee any of its duties or responsibilities hereunder.

(xii) The Committee may from time to time authorize any member or members or any other Director or officer of the Company to certify or to execute and deliver, for or on behalf of the Committee any such report, statement, certificate or other document or to do such acts or things as the Committee may consider necessary or desirable in order to discharge its duties and responsibilities hereunder.

(xiii) The Chair will from time to time or upon request by the Board provide a report on the activities of the Committee.

V. Other Matters

(i) The Committee as whole or each member of the Committee individually may engage independent counsel and other outside advisors, at the Company's expense, where the member or the Committee determine that it is necessary to do so in order to assist in fulfilling their respective responsibilities. Without limiting the generality of the foregoing, the Committee has the sole authority to retain or terminate Director search firms and approve the fees related to such engagements.

(ii) The Committee may, in consultation with the Chair and the Lead Independent Director (if applicable), set the compensation of independent counsel and other outside advisors. The engagement and payment by the Company for the services of such independent counsel and other outside advisors are subject to approval of the Chair.

(iii) In connection with their service on the Committee, the members shall be entitled to such remuneration, payment or reimbursement of such incidental expenses and indemnification, on such terms as the Board may so determine from time to time.

(iv) The Committee shall, not less frequently than annually, assess, based on such factors as it may consider appropriate, the effectiveness of the Committee and the members of the Committee, in accordance with these Terms of Reference and report such assessments to the Committee or the Board, as appropriate.

(v) The Committee shall review and assess the adequacy of these Terms of Reference on a regular basis and consider whether these Terms of Reference appropriately address the matters that are or should be within its scope and, where appropriate, make recommendations to the Board or the Committee for the alteration, modification or amendment hereof.

(vi) These Terms of Reference may, at any time, and from time to time, be altered, modified or amended in such manner as may be approved by the Board.

VI. Responsibilities and Duties of the Chair

The Chair of the Committee shall have the following responsibilities and duties.

(i) Lead the Committee in discharging all duties set out in these Terms of Reference.

(ii) Chair meetings of the Committee.

(iii) In consultation with the Board Chair, the Lead Independent Director (if applicable) and the Corporate Secretary, determine the frequency, dates and locations of meetings of the Committee.

(iv) In consultation with the Company's Chief Executive Officer and Corporate Secretary and others as required, review the annual work plan and the meeting agendas to ensure all required business is brought before the Committee.

(v) In consultation with the Board Chair and the Lead Independent Director (if applicable), ensure that all items requiring the Committee's approval are appropriately tabled.

(vi) Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next meeting of the Board following any meeting of the Committee.

(vii) Make periodic reports to the Board, as requested, on matters related to the Committee's responsibilities.

(viii) Carry out any other or special assignments or any functions as may be requested by the Board.

VII. Limitations on the Committee's Duties

The Committee does not have decision-making authority, except in the very limited circumstances described herein or where and to the extent that such authority is expressly delegated by the Board. The Committee shall convey its findings and recommendations to the Board for consideration and, where required, decision by the Board.

Notwithstanding the foregoing and subject to Applicable Laws, nothing contained in the present Terms of Reference is intended to require the Committee to ensure the Company's compliance with Applicable Laws.

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and any external advisors, in accordance with its business judgment. Directors are entitled to rely, absent knowledge to the contrary, on the integrity of the persons from whom they receive information and the accuracy and completeness of the information provided.

Nothing in these Terms of Reference is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which directors of a corporation are subject to under applicable law. These Terms of Reference are not intended to change or interpret the constating documents of the Company or any federal, provincial, state or exchange law, regulation or rule to which the Company is subject, and these Terms of Reference should be interpreted in a manner consistent with all such applicable laws, regulations and rules. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability of the Company, Board or Committee to any of the Company's shareholders, competitors, employees or other persons, or to any other liability whatsoever.

Any action that may or is to be taken by the Committee may, to the extent permitted by law or regulation, be taken directly by the Board.

VIII. Approval

Approved by the Board on October 28, 2026.