CABRAL GOLD INC.

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The Compensation Committee (the "**Committee**") is a standing committee of the Board of Directors (the "**Board**") of Cabral Gold Inc. (the "**Company**") established to assist the Board in fulfilling its oversight responsibilities relating to:

1. compensation philosophy and compensation governance;
2. the compensation of the Chief Executive Officer of the Company (the "**CEO**") and senior officers;
3. director compensation;
4. equity-based and incentive compensation plans; and
5. the Company's executive compensation disclosure in its management information circular and other required filings.

2. REPORTING

The Committee shall report to the Board after each Committee meeting and shall provide the Board with such recommendations and reports as the Committee deems appropriate, including recommendations on executive and director compensation and plan matters.

3. COMPOSITION OF COMMITTEE

3.1 Members: The Committee shall be comprised of at least three (3) directors, appointed annually by the Board.

3.2 Independence / Non-Management: All members should be non-management directors and, to the extent practicable for a TSX Venture Exchange issuer, a majority should be independent. Independence should be assessed consistently with Canadian governance disclosure standards.

3.3 Chair: The Board shall appoint the Chair of the Committee (the "**Committee Chair**").

3.4 Term / Removal / Vacancies: Members serve until their successors are appointed. The Board may remove or replace any member and fill vacancies at any time.

4. SECRETARY

The Corporate Secretary of the Company (or delegate) (the "**Corporate Secretary**") shall act as Secretary of the Committee and maintain minutes and records of the Committee.

5. MEETINGS

5.1 Frequency: The Committee shall meet not less than two (2) times per year, and more frequently as circumstances require.
5.2 Quorum and Voting: A majority of members constitutes quorum. Decisions are by majority vote of those present.
5.3 In-camera Sessions: The Committee shall hold in camera sessions (without management present) at each meeting.
5.4 Attendance: The CEO may attend meetings by invitation to provide information and recommendations, except when the Committee is deliberating or voting on the CEO's compensation or performance evaluation.
5.5 Agenda and Materials: The Committee Chair, in consultation with management and the Corporate Secretary, will set agendas and ensure appropriate materials are circulated sufficiently in advance.

6. RESOURCES AND AUTHORITY

6.1 Access to Information: The Committee has unrestricted access to management, employees, and corporate records as required to fulfill its responsibilities.
6.2 Advisors: The Committee may retain independent compensation consultants, legal counsel, or other advisors at the Company's expense and may set the scope of their work.
6.3 Delegation: The Committee may delegate limited authority to the Committee Chair (or a sub-committee) for administrative approvals between meetings, provided that any such actions are reported to the Committee and, where appropriate, recommended to the Board.

7. DUTIES AND RESPONSIBILITIES

The Committee's responsibilities are to review, recommend, and/or approve (as applicable) the following:

7.1 COMPENSATION PHILOSOPHY, GOVERNANCE AND PRINCIPLES

- Review (at least annually) the Company's overall compensation philosophy and objectives, ensuring alignment with strategy, stage of development, cash constraints, and shareholder interests.
- Oversee the design and governance of compensation components (base salary, short-term incentives, long-term equity incentives, benefits/perquisites), ensuring they support attraction/retention and appropriate performance alignment.
- Review whether the Company's compensation practices could encourage excessive risk-taking and recommend mitigating controls where needed.

7.2 CEO PERFORMANCE EVALUATION AND COMPENSATION

- Recommend to the Board annual corporate and CEO objectives and the evaluation framework for the CEO.

- Conduct the CEO performance evaluation (in camera, supported by the Chairman of the Company (the "**Chairman**") as appropriate) and recommend CEO compensation outcomes (salary, bonus, equity awards, employment terms).

7.3 EXECUTIVE OFFICER COMPENSATION

- Review and recommend to the Board compensation for executive officers and any other key roles, including employment terms, annual compensation adjustments, and incentive outcomes.

7.4 INCENTIVE PLANS AND EQUITY-BASED COMPENSATION

- Review and recommend the design, material amendments, and administration of any cash incentive plan and equity incentive plan , including grant guidelines and governance controls.
- Review burn rate / usage levels and expected share-based compensation requirements over a multi-year horizon, considering shareholder dilution and the Company's stage of development.
- Recommend to the Board equity grants for directors, officers, employees, and consultants, consistent with plan rules and Board-approved parameters.

7.5 DIRECTOR COMPENSATION

- Review and recommend the Company's director compensation framework (cash retainers, committee fees, chair fees, equity compensation), benchmarking periodically against an appropriate peer set.
- Review compensation for the Chairman and Committee Chair (including any additional lead responsibilities).

7.6 COMPENSATION DISCLOSURE AND GOVERNANCE DISCLOSURE

- Review and recommend for Board approval the Company's annual executive compensation disclosure in the management information circular and other required documents, ensuring it satisfies applicable continuous disclosure requirements.
- Oversee the Company's disclosure relating to governance practices as applicable to venture issuers (including governance disclosure expectations and independence concepts).

7.7 SUCCESSION, TALENT AND ORGANIZATIONAL EFFECTIVENESS

- At least annually, review senior leadership succession considerations and retention risk for key roles and recommend mitigation actions.
- Review management's high-level people plan for the next 12–24 months.

7.8 OTHER

- Review this Charter at least annually and recommend changes to the Board.
- Perform any other activities consistent with this Charter, the Company's constating documents, and applicable laws, as the Board may delegate to the Committee.

8. LIMITATION ON THE ROLE OF THE COMMITTEE

While the Committee has the responsibilities set forth in this Charter, it is not the duty of the Committee to manage the day-to-day compensation administration; that is the responsibility of management, subject to Committee and Board oversight.

9. EVALUATION OF THE COMMITTEE

The Committee shall review its performance and the adequacy of this Charter annually and report to the Board.

10. REVIEW AND EFFECTIVE DATE

This Charter shall be reviewed annually and updated as required.

Adopted by the Board and effective: April 13, 2026