Bright Horizon Energy Corporation
Governance Committee of the Board of Directors

Governance Committee Charter

Authority

The Board of Directors adopted this Governance Committee Charter on November 14, 2026.

Governance Committee Purpose

The Governance Committee (Committee) is appointed by the Board of Directors to provide action and oversight on the following matters:

1. Identify and recommend individuals to serve as Directors of the Company, subject to Board approval and election by shareholders at the annual meeting as required by the Company's Bylaws.

    - Solicit nominations for new directors and screen the list of potential new directors submitted to the Committee by other directors or any other source.
    - Retain the services of a search firm, if deemed appropriate.
    - Designate which candidates are to be interviewed. Interviews will be conducted by at least the Committee Chair, the Board Chair, and the CEO, and may include other directors.
    - Assure that all existing directors have the opportunity to meet with any candidate prior to the final vote on his or her recommended selection

2. Recommend to the Board the existing board members to be re-nominated, after considering the appropriate skills and characteristics required on the Board, the current make-up of the Board, Board member performance, and the preferences of existing Board members to be re-nominated consistent with the Corporate Governance Guidelines; recommend Director candidates to fill new positions created by expansion and vacancies that occur by resignation, retirement, or for any other reason.

3. Review and evaluate director nominations submitted by shareholders, including reviewing the qualifications and independence, and make recommendations to the Board regarding director nominations submitted by shareholders.

4. Receive the resignation letter of any director who makes a principal occupation change (including retirement) and recommend to the Board whether to accept the resignation.

5. Consider the resignation of an incumbent director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election in an uncontested election of directors and recommend to the Board whether to accept or reject it, as provided in the Company's Corporate Governance Guidelines.

6. Assess the size and other membership needs of the Board of Directors, review on an annual basis the appropriate skills and characteristics of Board members, establish selection criteria for Board membership, and recommend to the Board any changes as necessary.

7. Annually review the structure and composition of the Board's committees and recommend to the Board for approval the committee structure, committee memberships, and committee chair assignments. In conducting its annual review, the Committee will consider the advice of the Board Chair, the preferences of individual directors, and such other factors as the Committee deems appropriate.

8. Oversee the Board of Directors and Board Committee evaluation process.

9. Ensure a process is in place for orienting new Directors both to the Company, and to their responsibilities as Board Members.

10. Nominate on an annual basis an independent Director to serve as Board Chair.

11. Regularly review the independence of Board Members.

12. Establish guidelines for corporate governance, review them at least annually, and recommend to the Board any changes as necessary.

13. Review and oversee the Company's governance framework and governance-related policies and procedures, and recommend to the Board any material changes as appropriate.

14. Review reports and written memoranda pursuant to the Policy for Review of Related Party Transactions.

15. Review and recommend to the Board for approval compensation clawback policies designed to comply with applicable legal and regulatory requirements and the rules of any stock exchange on which the Company's securities are listed.

16. Ensure that the Board or a Board Committee oversees the evaluation and succession planning of management.

17. Oversee the reporting framework the Company utilizes to track and monitor progress associated with Environment, Social and Governance activities.

18. Oversee Company political engagement.

19. Oversee the Company’s processes for governance of artificial intelligence.

Composition

The Committee will consist of a minimum of three directors. All members of the Committee will be independent Directors. The Board will appoint members of the Committee, on recommendation of the Governance Committee, and may remove any Committee member in the Board’s discretion. If the Board does not designate a Committee Chair, the members of the Committee may designate a Chair by majority vote of the Committee members.

Consultants

The Committee will have authority to retain and compensate legal and other outside consultants with respect to matters pertaining to governance. The Committee will have sole authority to retain and terminate firms utilized to identify and recruit candidates for director positions, including sole authority to approve the fees and terms of retention for such firms.

Committee Meetings and Action

20. A majority of the Committee members will constitute a quorum for the transaction of business.

21. Action at Meetings. The Committee may take action at a meeting by the affirmative vote of a majority of the Committee members present, provided a quorum is present. The Board will decide any matter on which the Committee's vote is evenly divided.

22. Action by Written Consent. The Committee may take action without a meeting if all of the Committee members approve the action in writing and the written consent is filed with the Corporate Secretary.

23. The Committee will report its recommendations to the Board after each Committee meeting. The Corporate Secretary, the Committee Chair, or an appointee of the Committee Chair will keep minutes of all Committee meetings, which will be distributed to all Board members.

24. The Committee intends to meet on a quarterly basis, and will meet at least once annually, and at such other times as may be requested by the Committee Chair.

25. The Committee Chair, management liaison to the Committee, and the Corporate Secretary will prepare an Agenda for each meeting of the Committee.

26. The Committee will conduct and present to the Board an annual performance evaluation of the Committee.

27. The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee will deem necessary in its sole discretion.

28. The Committee will review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

29. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Charter initially adopted November 14, 2026

Charter revised on the following dates:

Charter last reviewed on November 14, 2026