REVIEWED AND ACCEPTED BY THE BOARD OF DIRECTORS ON DECEMBER 17, 2025

1.0 PURPOSE OF THE CHARTER

This Charter has been adopted by the Board of Directors (the "**Board**") of Aetherion Technologies Inc. ("**Aetherion**") to assist the Board in the exercise of its duties and responsibilities. This Charter, together with the Charters of the Board's committees, key position descriptions, major policies, and codes and guidelines adopted by the Board, and Aetherion's By-Laws and Articles, collectively comprise Aetherion's overall corporate governance framework.

2.0 BOARD MISSION AND RESPONSIBILITIES

The Board is responsible for the overall stewardship of Aetherion and is charged with overseeing the management of the business and affairs of Aetherion pursuant to its By-Laws and applicable law and, together with Executive Management, pursuing the creation of long-term shareholder value. The Board serves as the ultimate decision-making body of Aetherion, except for those matters reserved to or shared with the shareholders.

The Board will carry out these responsibilities and discharge its obligations either directly or through committees of the Board. Any responsibility not delegated to one or more of its committees remains with the Board.

3.0 DEFINITIONS

Where used in this Charter, the following terms have the following meanings:

"**Executive Management**" means the CEO, the CFO and other executive officers of Aetherion.

"**External Auditor**" means the independent, registered, external audit firm nominated for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for Aetherion.

"**Independent Director**" means a Director who meets the independence standards specified under Section 1.4 of National Instrument 52-110 of the Canadian Securities Administrators and Rule 5605(a)(2) of the NASDAQ Stock Market Listing Rules. In short, a Director will not be independent if he or she has any direct or indirect "material relationship" with Aetherion or any of its subsidiaries (other than his or her relationship as a Director).

4.0 COMPOSITION OF THE BOARD

The Board will consist of a minimum of five and a maximum of ten members (each, a "**Director**"), with the actual number decided by the Board from time to time consistent with the needs of Aetherion in order to effectively perform the duties of the Board. At least the majority of the Board will consist of Independent Directors.

Directors are elected at the annual meeting of shareholders and serve a one-year term. The Independent Directors will elect the Board Chair ("**Board Chair**") from among the Independent Directors serving on the Board annually at the first meeting of the Directors after the annual meeting of shareholders.

As at the date hereof, the Board has formed three standing committees (the "**Committees**") and delegated specific responsibilities to each Committee. Those Committees are: Audit, Human Resources and Compensation ("**HRC**"), and Nominating and Corporate Governance ("**NCG**"). All members of the Audit, HRC and NCG Committees will be Independent Directors. Each Committee operates under its own Charter (a copy of which is available on Aetherion's website), and has a chairperson ("**Committee Chair**") responsible for leadership and overall operation of their respective Committee. There is an independent position description for the role of Committee Chair (a copy of which is also available on Aetherion's website). The Independent Directors will select the respective Committee Chairs, for an annual term starting at the first meeting of the Directors after the annual meeting of shareholders.

New committees of the Board may be established from time to time at the discretion of the Board in accordance with Section 23.

5.0 NOMINATION AND ELECTION OF DIRECTORS

The NCG Committee, with input from all Directors, will work together to determine the optimum size of the Board and the appropriate mix of business skills, experience, and diversity of the members of the Board in order to effectively fulfill its mission.

Prospective Directors must have a demonstrated commitment to high personal and professional integrity and ethical standards and a broad range of skills, expertise and experience that are relevant to Aetherion's business and/or its risk management, significant achievement in their respective fields of endeavor, sound business judgment, the ability to effectively collaborate and communicate with other Directors and with management, and be committed to devoting the time and effort needed to perform their duties effectively. The Board also recognizes that diverse views and backgrounds will enhance balanced decision making. To that end, the Board has implemented the Aetherion Diversity Policy (a copy of which is available on Aetherion's website), which recognizes the value of diversity, including gender diversity, across the Aetherion organization. For the purposes of the Aetherion Diversity Policy, "diversity" encompasses characteristics or qualities that can be used to differentiate groups and people from one another and includes age, ethnicity, Indigenous origin or heritage, gender, physical attributes, beliefs, language, sexual orientation, education, nationality, social background and culture and other personal characteristics. In support of maintaining a more gender-balance board, the Board has adopted a target of having at least 30% female representation on the Board.

The NCG Committee will annually review Board composition and requirements with consideration of these diversity attributes, any stated diversity targets, Aetherion's strategy and all relevant facts and circumstances, individual Director contributions and potential candidates for election as Aetherion Directors and recommend to the Board a slate of Directors for election by shareholders that brings a diversity of background and industry or related expertise and experience to the Board. In assessing Board composition and identifying suitable candidates, the NCG Committee will review the current composition of the Board with a view to ensuring it reflects a diverse mix of knowledge, experience, education, skills, gender, age, ethnicity and geographic location, and that stated diversity targets are achieved. Ultimately, Director nominations are based on merit, measured against objective criteria.

If a nominated Director fails to achieve a majority of votes for their appointment in an uncontested election, that nominated Director will immediately submit his or her resignation to the Board Chair in accordance with

Aetherion's Majority Voting Policy (a copy of which is available on Aetherion's website). Following receipt of a resignation tendered pursuant to Aetherion's Majority Voting Policy, the Board Chair shall promptly advise the NCG Committee and the Board thereof and the resignation shall be considered in accordance with the Majority Voting Policy.

6.0 BOARD INDEPENDENCE AND EFFECTIVENESS

The business of Aetherion is conducted by Executive Management under the oversight of the Board. Aetherion believes an effective Board means a Board that maintains a clear distinction between Board oversight functions and the responsibilities and duties of Executive Management. Although a working culture of trust and collaboration must exist between the Board and Executive Management in order for Aetherion to succeed, the Board must exercise its duties and responsibilities in accordance with its own best judgment and its own views of the long-term interests of Aetherion and its shareholders. This means that individual Directors must be technically independent as defined by applicable law and the regulations of the relevant stock exchanges where Aetherion shares are listed (except for any non-Independent Directors) but also independent in practice.

In addition, a Director must act strictly in the best interests of Aetherion and its shareholders generally and not in the interest of any one shareholder or group of shareholders.

To that end, the Board has adopted several organizational principles:

- At least the majority of the Board will consist of Independent Directors.
- The Audit Committee Chair, the HRC Committee Chair and the NCG Committee Chair will only be held by Independent Directors. All members of the Audit Committee, the HRC Committee and the NCG Committee will be Independent Directors.
- Executive sessions of the Board excluding any Directors who are also officers or employees of Aetherion will be held at each meeting of the Board. These sessions will be led by the Board Chair.
- Where appropriate, executive sessions of only the Independent Directors will be held. These sessions will be led by the Board Chair.

Certain functions shall be the exclusive responsibility of Independent Directors, led by the Board Chair, who will, if necessary, consult with appropriate stakeholders and then bring recommendations to the full Board for approval. These functions include:

a) Revising the Charter of the Board from time to time;

b) Developing position descriptions for the key positions in the Aetherion governance system, including that for Chair, Committee Chairs and Directors; and

c) Developing a position description for the Chief Executive Officer, as well as indicators to measure his or her performance.

The Board, as well as each Committee, may, in their discretion, and in consultation with the Board Chair, retain the services of independent outside professional advisors (financial, legal, compensation, etc.), at the expense of Aetherion, for the purpose of advising the Board or a Committee in the execution of its responsibilities and duties.

7.0 BOARD LEADERSHIP

The Board Chair sits at the intersection between the Board and Executive Management and although the Board Chair is also a Director and shares all of the duties and responsibilities of any Director, the Board Chair has several unique duties and responsibilities:

- They will establish an annual calendar with the Board and Committee meetings scheduled at least 12 months in advance. Other Board meetings will be scheduled by the Board Chair with reasonable notice to all Directors.

- They will ensure that preliminary agenda and meeting materials are distributed to all Directors in advance of each Board meeting.

- They will preside at all meetings of the Board and at meetings of shareholders, or delegate a substitute chair if necessary.

- They will act as the Board's contact and spokesperson in discussions with third parties.

- Generally, the Board believes that Executive Management has the primary responsibility for shareholder engagement, however where appropriate, they will lead shareholder engagement on behalf of the Board.

- They are responsible for assessing the overall effectiveness of the Board and each of its committees and taking appropriate action to improve Board performance.

8.0 ROLE AND RESPONSIBILITY OF THE BOARD, DECISIONS OF THE BOARD

As part of its overall stewardship of Aetherion, the Board oversees the conduct of Aetherion's business by management and reviews Aetherion's financial objectives, strategic plans and activities. The Directors shall exercise their business judgment to act in what they reasonably believe to be the best interests of Aetherion and its shareholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable law, and maintenance of appropriate financial or other controls.

Typically, matters before the Board will be decided by a majority vote of the Directors present at the meeting, provided that minimum quorum is met. Notwithstanding the previous sentence, the approval of any annual capital and operating budget(s) shall require the approval of not less than two-thirds of the members of the Board.

The Board has responsibility for the following matters:

a) **Executive Leadership and Oversight**: the Independent Directors have the authority to select, appoint, and, if necessary, terminate the CEO. Such a decision will be made by majority vote of the Independent Directors. Implicit in this responsibility is the duty to regularly assess CEO performance and without interfering in operational matters belonging properly to Executive Management, to take whatever actions required and appropriate to ensure that Aetherion is being led by people of integrity, honesty, acumen and good judgment, who are in turn fostering a culture of ethical business conduct throughout Aetherion. The Independent Directors have responsibility for producing an annual CEO performance assessment and this is delivered by the Chair of the HRC Committee to the CEO. The HRC Committee, working with the Board Chair, has primary responsibility for CEO and Executive Management succession planning and makes recommendations to the Board in this regard for discussion and final approval. The Board reviews Executive Management's succession plans on an annual basis.

b) **Corporate Communications:** the Board shall satisfy itself that Aetherion maintains appropriate programs and policies regarding corporate disclosure and will have oversight over Aetherion's programs and policies to effectively communicate with its stakeholders. The Board is responsible for reviewing and approving Aetherion's Disclosure Policy. The Board has specific responsibilities under applicable laws, rules and regulations to review and approve Aetherion's annual financial statements, the related Management's Discussion and Analysis of Results of Operations (the MD&A), and other public disclosure documents containing material financial information. The Board will also review and approve annual management information circulars/proxy statements, annual information forms (AIF)/(40-F). The NCG Committee has primary responsibility for oversight of Aetherion's process and procedures for shareholder engagement.

c) **Risk Management and Internal Controls**: the Board needs to regularly satisfy itself that Executive Management have identified and disclosed to the Board the principal business risks faced by Aetherion (including, without limitation, those risks related to cybersecurity, insurance, natural disasters, climate, human capital, environmental and social matters) and that there are appropriate management systems in place to manage those risks. The Board must also satisfy itself that effective management systems are in place to monitor the integrity of Aetherion's internal controls and critical information systems. The Audit Committee has primary responsibility to review and monitor the effectiveness of internal controls and critical information systems pertaining to financial reporting and to make any recommendations to the Board.

d) **Corporate Governance**: effective corporate governance plays an important role in protecting shareholder rights, helping to maximize shareholder value over time and assisting the creation of a vibrant, dynamic and successful corporation. The Board is responsible for the overall corporate governance of Aetherion and for setting its principles and processes in this regard, and has delegated primary responsibility for this to Aetherion's NCG Committee.

e) **Strategic Plan**: Aetherion operates in an industry in constant evolution, and the Board needs to be continuously aware of Executive Management's views on the various possible scenarios for future shareholder value creation. Executive Management will produce and present, no less than once a year, an updated Strategic Plan for Aetherion. The Strategic Plan will be reviewed and approved by the Board on an annual basis.

f) **Annual Operating Plan and Budget**: the Board will approve annual capital and operating budgets consistent with the Strategic Plan, and the CEO will report performance against those operating plans on a quarterly basis.

g) **Financing Activities**: the Board will review and approve all material financing activities whether by way of equity or debt and will satisfy itself that the proposed terms are fair, reasonable in the context of the market for similar offerings and that the transaction is in the long-term best interests of Aetherion shareholders.

h) **Major Acquisitions and Divestitures**: the Board will review and approve all material transactions to ensure they are consistent with the Strategic Plan, that sufficient independent information is available to assess transaction value, that sufficient due diligence has been conducted to fairly assess and mitigate the risks, and that the transaction is overall in the long-term best interests of Aetherion shareholders.

i) **Oversight of Corporate Culture**: the Board has a duty to foster and nurture the unique Aetherion culture of innovation, entrepreneurship, integrity and discipline that has been the foundation of our long-term success. Primary responsibility for this has been delegated to the HRC Committee.

j) **Diversity and Inclusion**: the Board recognizes the importance of a diverse, inclusive workforce which values individual differences and supports diversity and inclusion within every level of the organization. Aetherion's Diversity Policy sets out the guidelines by which Aetherion will endeavor to promote diversity and inclusion throughout the organization, including the Board. Responsibility for the diversity of directors has been delegated to the NCG Committee and responsibility for oversight of executive and workforce diversity and inclusion programs has been delegated to the HRC Committee.

k) **Executive Compensation**: the Board is responsible for establishing and overseeing the operation of an executive compensation program that aligns Executive Management incentives with the Strategic Plan and the long-term interests of shareholders, and that meets the objectives of attracting, retaining, and motivating skilled and experienced executive leadership. The Board has delegated to the HRC Committee the primary responsibility for developing and overseeing the operation of the executive compensation program and in particular for making recommendations on CEO compensation and make recommendations on other Executive Management compensation programs to the Independent Directors for approval.

l) **Sustainability and ESG**: The Board is committed to nurturing and fostering Aetherion's long-term and ongoing commitment to environmental stewardship and sustainability for the creation of long-term shareholder value. Aetherion has adopted an Environmental Policy that addresses a broad range of environmental issues including climate change, pollution, resource use, and circular economy and establishes Aetherion’s commitment to promoting sustainable practices throughout its operations. The Board oversees Aetherion's approach to ESG related matters including climate strategy and associated risks and opportunities, the adequacy of management systems to identify and manage ESG related risks and opportunities, adoption of appropriate ESG standards, tracking and monitoring of Aetherion's ESG performance, and ESG performance disclosure. The Audit

Committee has primary responsibility for oversight over the adequacy and effectiveness of the reporting systems and related internal controls developed and implemented by management in connection with disclosures relating to ESG matters and other non-financial data included in Aetherion ESG Reports.

m) **Legal and Regulatory Compliance:** The Board is responsible for overseeing Aetherion's compliance with all applicable laws and regulations. The Board is also committed to fostering and nurturing Aetherion's ongoing commitment to the highest ethical standards and promoting a culture of integrity and ethical business conduct throughout Aetherion. Aetherion's Code of Conduct (a copy of which is available on Aetherion's website) reflects its commitment to a culture of honesty, integrity, and accountability and outlines the Board's and Executive Management's expectations for ethical behaviour. The Board shall take such actions as it deems necessary to satisfy itself, to the extent feasible, as to the creation and fostering by the CEO and other members of Executive Management of a culture of integrity and legal and ethical business conduct throughout Aetherion and shall annually review the corporation's compliance with the Code of Conduct. Where appropriate, specific responsibilities may be delegated to one or more of the committees of the Board in this regard.

9.0 DUTIES OF DIRECTORS

The fundamental responsibility of the Directors is to promote the long-term best interests of Aetherion and its shareholders generally, and to explicitly not have a duty to individual shareholders, employees, creditors, or other stakeholders except in exceptional circumstances and with full transparency and disclosure.

All Directors have both fiduciary and statutory duties and responsibilities defined by law and by good governance practices. Each Director of Aetherion, in exercising his or her powers and discharging his or her duties, is required by law to: (i) act honestly and in good faith with a view to the long-term best interests of Aetherion; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. This Charter is by no means an exhaustive list of such duties and responsibilities.

Fiduciary duties are those that arise from the nature of the relationship of trust and confidence between Directors, Aetherion and its shareholders. The term "fiduciary" implies integrity and undivided loyalty. For example, Directors must avoid conflicts of interest and even the appearance of a conflict of interest. Directors must maintain strict confidentiality about all Aetherion matters. Decisions must be made in good faith and with the long-term interests of Aetherion and its shareholders in mind.

In order to effectively fulfill their duties, all Directors need to satisfy themselves that they have sufficient information to enable them to make knowledgeable decisions on all matters coming before the Board. It is the responsibility of each Director to ask such questions as may be necessary to reach an informed decision. Directors should be familiar at all times with the complex business and affairs of Aetherion and have a solid understanding of the strategic plan and the financial condition of Aetherion.

Directors are entitled to rely in good faith on the financial statements of Aetherion which are represented to them by an officer of Aetherion or in a written report of the External Auditor of Aetherion as fairly reflecting the financial condition of Aetherion, and on opinions or reports of independent professional advisors.

In order to fulfill their fiduciary duties to Aetherion and its shareholders, each Director must devote sufficient time and energy to preparation for and attendance at meetings of the Board and committees on which they serve and should: (i) prepare for and strive to attend all meetings of the Board and committees on which they serve, but in any event no less than 80% of such meetings; (ii) be sufficiently informed about the current and proposed activities of Aetherion; (iii) review the minutes of any meeting not attended as well as any resolutions passed or actions taken; (iv) review the minutes of the previous meeting of the Board and committees on which they serve to determine that they accurately represent the discussions that took place and the resolutions that were passed; and (v) be especially attentive to specific aspects of Aetherion's activities according to their own experience and occupation.

10.0 CODE OF CONDUCT

All Directors, officers and employees are expected to display the highest standard of ethics. The Aetherion Code of Conduct establishes guidelines for ethical and good business conduct by Directors, officers and employees and the Code of Conduct includes guidance regarding conflicts of interest, confidentiality, fair dealing with third parties, compliance with laws and the reporting of illegal or unethical behaviour. The Board, through the NCG Committee, shall annually review the Code of Conduct and, if appropriate, recommend changes to the Code.

11.0 CONFLICTS OF INTEREST

A Director who is a party to a material contract or proposed material contract with Aetherion, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with Aetherion, must disclose this interest in writing to the Board Chair at or before any meeting of the Board where this issue is considered by the other Directors. The nature and intent of this conflicting interest will be noted in the minutes of the meeting.

If the Director acquires an interest after a contract is made, he or she must disclose their interest at the first meeting of the Board after they became so interested. If a person who has an interest in a contract later becomes a Director of Aetherion, they must disclose their interest at the first meeting of the Board after they became a Director.

Where a proposed contract is addressed by a written resolution signed by all Directors in lieu of a meeting of the Board, the disclosure must be made immediately upon receipt of the resolution or, if the Director had no interest at the time of receipt of the resolution, at the first meeting of the Board after he or she acquired the interest.

A Director who discloses a conflict of interest must refrain from taking part in any discussions or voting on any resolution to approve the contract.

If a significant and persistent conflict exists which cannot be resolved, the Director should immediately submit his or her resignation to the Board Chair for consideration by the Board.

Directors of Aetherion have an obligation to maintain the confidentiality of all matters discussed at meetings of the Board unless:

a) It was clearly understood at the Board meeting that the information was not required to be kept in confidence;
b) The Director was required or authorized by law to disclose the information (and then only following having used all reasonable efforts to have given sufficient advance notice of such disclosure to allow Aetherion to seek a protective order);
c) The Director was authorized expressly or implicitly by the Board to make disclosure of the information; or
d) The information was previously disclosed publicly by a party that was not under a duty of confidentiality with respect to such disclosed information.

Directors must not misuse their position or make improper use of information acquired by virtue of their position to gain, directly or indirectly, an advantage for themselves or any other person or to cause detriment to Aetherion.

12.0 CORPORATE OPPORTUNITY

Directors are precluded from obtaining for themselves or diverting to another person or corporation with whom or with which they are associated, without the approval of the Board, any property or business advantage either belonging to Aetherion, for which it has been negotiating, or which is otherwise in line with the general business pursuits of Aetherion.

Each Director is also precluded from so acting even after their resignation where the resignation may fairly be said to have been prompted or influenced by a wish to acquire for themselves the opportunity sought by Aetherion, or where it was their position with Aetherion that led to the opportunity.

A Director may not use his or her position as a Director to make a profit on any transaction even if it was not open to Aetherion to participate in the transaction.

13.0 SECURITIES TRADING AND INSIDER REPORTING

Directors are insiders of Aetherion and, as such, must not use any material information to trade in securities or to assist others to trade in securities before the information is available to the public. Directors are required to comply with Aetherion's Insider Trading Policy (including the blackout periods and any required clearances for trading instituted under that policy) and all applicable laws.

14.0 ACCESS TO MANAGEMENT

Directors will gain regular exposure to members of Executive Management at both formal Board meetings and in more informal settings such as Board dinners and strategic retreats. Any Director may, should they desire, consult with any member of management on an as-needed basis if they deem such a meeting or conversation necessary in carrying out their responsibilities and duties as Directors. Without restricting this right in any way, Directors will ensure that they will maintain the clear distinction between Board oversight functions and the responsibilities and duties of Executive Management and as such will not interfere with or usurp management responsibility and authority.

15.0 FINANCIAL STATEMENTS

The Board has a duty to approve the annual financial statements of Aetherion and to submit the financial statements of Aetherion for the preceding year, together with the External Auditors' report thereon, to the shareholders at the annual general meeting of the shareholders of Aetherion.

The Board has delegated to the Audit Committee the primary responsibility to review and approve the quarterly financial statements and management discussion and analysis of Aetherion. The Audit Committee additionally has the primary responsibility to review and to recommend for Board approval the annual financial statements and management discussion and analysis of Aetherion. The Audit Committee is responsible for satisfying itself that management has developed and implemented appropriate programs and policies to provide assurance that all financial disclosures are in compliance with applicable regulatory requirements, provided that the Board as a whole shall in all cases approve the annual financial statements of Aetherion.

16.0 SHAREHOLDER MEETINGS

The Board is required to call the annual general meeting of the shareholders within the periods required by applicable law and the applicable rules of the TSX and NASDAQ stock exchanges and may, at any time, call a special meeting of shareholders. The Board has a duty to call a special meeting of the shareholders to approve any matter that requires the approval of shareholders by special resolution.

17.0 DIRECTOR COMPENSATION

The HRC Committee shall recommend for discussion and Board approval levels and forms of compensation for Directors, and shall work to ensure that such compensation realistically reflects the responsibilities and risk in being an effective Aetherion Director. In establishing such recommendation the HRC Committee will consider the following objectives:

- Directors should be competitively compensated in relation to Directors of companies of similar size, complexity, geographic scope and other relevant measures;

- Director compensation should align the interests of non-employee Directors with those of Aetherion shareholders by including a long term equity component, noting that the Board has adopted a compensation policy that excludes stock options for Directors; and

- Compensation should recognize the extra work and responsibility taken on by Board Chair, Committee Chairs and members of committees.

Notwithstanding any of the above, Directors who are also members of management or who are otherwise compensated by Aetherion will not receive additional compensation for serving on the Board in any capacity.

Aetherion will reimburse Directors for all reasonable expenses incurred in attending meetings or otherwise acting on Aetherion business, pursuant to Aetherion's Expense Reimbursement Policy.

18.0 DIRECTORS' SHAREHOLDINGS

In an effort to better align the interests of the Director with the common shareholders of Aetherion, each non-employee Director is required to hold a minimum of the number of Aetherion shares, or equity compensation grants exercisable for a number of shares, having a value equivalent to five times their cash annual retainer as of the date the Director was initially elected to the Board. New Directors will have a five-year grace period in order to meet this expectation. Once the established minimum standard has been met, so long as the Director holds that number of shares or awards exercisable for such number of shares, there is no obligation to "top up" if the value of that position falls below five times the annual cash retainer.

19.0 LOANS AND OTHER FINANCIAL TRANSACTIONS WITH DIRECTORS AND EXECUTIVE MANAGEMENT

Aetherion shall be prohibited from making any loans to any of its Directors or Executive Management. For clarity, this prohibition is not meant to cover incidental instances where a Director or Executive Management may be in a position requiring repayment of expenses or taxes in the normal course of business, or employee payroll deductions.

Aetherion has adopted an Anti-Hedging and Clawback Policy that, amongst other things, prohibits Executive Management and Directors from personally trading in Aetherion derivatives including hedging and monetization schemes involving Aetherion shares. Directors shall comply at all times with Aetherion's Anti-Hedging and Clawback Policy.

20.0 OTHER BOARD MEMBERSHIPS

Unless approved by the Board Chair:

- the CEO and other Executive Management are prohibited from accepting directorships of another public company;
- Directors will not sit on the Boards of more than four public companies;
- three or more Aetherion Directors are prohibited from sitting on another public company's board of directors together; and
- the CEO and Board Chair will also not accept a position on the board of a company whose CEO is a Aetherion Director.

21.0 ANNUAL REVIEW OF CHARTER

The NCG Committee shall annually review this Charter to ensure it is sufficient for assisting the Board in the exercise of its responsibilities in light of evolving circumstances and legal and regulatory requirements and with consideration having been given to best corporate governance practices, and shall recommend modifications to the Board as appropriate.

22.0 DIRECTOR ORIENTATION

The NCG Committee shall oversee a director orientation program developed by Executive Management to familiarize new Aetherion Directors with the role of the Board and its committees and Aetherion's Strategic

Plan, financial condition, core values including ethics, corporate governance practices, and other key policies and practices through a review of background material, meetings with management, and visits to facilities as appropriate. All new Aetherion Directors must participate in the director orientation program, which shall generally commence promptly after the meeting at which the new Aetherion Director is elected. The Board Chair or NCG Committee Chair shall participate in the director orientation.

The Board also recognizes the importance of continuing education for its Directors and is committed to promoting such education in order to improve both Board and Committee performance in the exercise of their responsibilities, and has delegated primary responsibility for this to the NCG Committee. The NCG Committee shall make recommendations to the Aetherion Directors about their continuing education on subjects that would assist them in the exercise of their responsibilities. Continuing education may be provided in a variety of different forms, including through external or internal education programs as appropriate.

23.0 COMMITTEES

From time to time, the Board may establish new committees or disband a current committee in light of evolving circumstances and legal and regulatory requirements and with consideration having been given to best corporate governance practices. These committees will report directly to the Board regarding committee activities, issues and related recommendations.

The NCG Committee, working with the Board Chair, is responsible for recommending the assignment of Directors to the various committees, giving consideration to committee composition and requirements. Generally, the Board at its first meeting after the annual meeting of shareholders appoints the members of each Committee. The Board shall give consideration to the periodic rotation of committee membership as well as of the respective committee chairs (as part of the annual committee and chair appointment process or at such other times as the Board Chair sees fit).

Each committee will perform an annual evaluation of its performance, including a review of its compliance with its committee charter as applicable, and the results of the committee's review shall be presented to the Board. The purpose of such review is to increase the overall effectiveness of the committee. On an annual basis, each of the standing Committees shall review its Charter and present any recommended modifications to the Board for approval.

The NCG Committee, working with the Board Chair, performs an annual evaluation and review of the performance of the Board, its committees, and the Board Chair. The results of the evaluation and recommended improvements shall be presented to the Board. The qualifications and performance of all Board members shall be considered in connection with renomination and committee assignments.

24.0 NO RIGHTS CREATED

This document is a statement of broad policies and is intended to be part of the Board's flexible governance framework. While this Charter should comply with all applicable law and Aetherion's constating documents, including its Articles and By-laws, this Charter does not create any legally binding obligations on the Board, any Board committee, any Director or Aetherion.