REVIEWED AND ACCEPTED BY THE BOARD OF DIRECTORS ON MARCH 17, 2026

1.0 INDIVIDUAL DIRECTORS

Currently the Board of Directors (the "**Board**") of Aetherion Technologies Inc. ("**Aetherion**") consists of a minimum of five and a maximum of ten directors ("**Directors**"). At least the majority of Directors must meet the definition of independence described in the Charter of the Board of Directors (the "**Board Charter**"). Directors who meet this standard are "Independent Directors".

The fundamental responsibility of Directors is to promote the best interests of Aetherion.

Duties of Directors are more fully laid out in the Board Charter and relevant statutes and common law, in the regulations and policies of the various securities regulators and stock exchanges on which Aetherion shares are listed, and in Aetherion policies.

It is important to reiterate that all Directors, whether Independent Directors or not, must avoid conflicts of interest and even the appearance of a conflict of interest and act as independent Directors, with specific duties and responsibilities to all shareholders and other corporate stakeholders. Directors must maintain strict confidentiality about all Aetherion matters. The duty of all Directors is to: (i) act honestly and in good faith with a view to the best interests of Aetherion; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

All Directors of Aetherion will:

a. Contribute to fulfilling the responsibilities of the Board as outlined in the Board Charter, considering the long-term interests of all shareholders and other corporate stakeholders and, in accordance with the *Business Corporations Act* (Alberta):

   (i) declare any conflict that would prevent full commitment to this principle on any particular issue in front of the Board; and

   (ii) refrain from taking part in any discussions or voting on any such matter in which they have a conflict of interest.

b. Attend Board meetings, meetings of committees of the Board ("**Committees**") on which they serve, and the annual general meeting of the shareholders of Aetherion ("**Annual General Meeting**"). If it is not possible to attend a particular meeting, directors will notify the Board Chair or Committee Chair. Directors should strive to attend all such meetings and should attend no less than 80% of such Board and Committee meetings.

c. Be sufficiently informed about the current and proposed activities of Aetherion in order to effectively fulfill their duties and contribute to development of Aetherion's business. Directors should strive to be familiar with the complex business and affairs of Aetherion and have a solid understanding of the strategic plan and the financial condition of Aetherion and be especially attentive to specific aspects of Aetherion's activities according to their own experience and occupation.

d. Be prepared for the decisions to be made at meetings. Directors need to satisfy themselves that they have sufficient information to enable them to make knowledgeable decisions on the matters coming before the Board. This may include asking questions and interacting with management and other Directors before the meeting in order to be prepared for a productive discussion and to make an informed decision. It is the responsibility of each Director to ask such questions as may be necessary to reach an informed decision.

e. Contribute knowledgeably and meaningfully to Board and Committee deliberations, both outside and inside the formal processes of the Board and Committees.

f. Listen carefully and apply his or her skills, experience and knowledge effectively to support management's execution of strategic initiatives.

g. Ask appropriate questions of management including as needed to encourage discussion of key issues both outside and inside the formal processes of the Board and Committees.

h. Make him/herself available to management and other Directors when needed.

i. Work effectively and constructively with other Directors and with management as a team player with common goals.

j. Demonstrate and foster integrity and high ethical standards.

k. Participate in Director orientation and continuous education.

l. Participate constructively in performance evaluation processes.

m. Not obtain for themselves, or divert 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, or for which it has been negotiating, or which is otherwise in line with the general business pursuits of Aetherion.

n. 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.

o. Maintain confidentiality consistent with Aetherion's policies and disclosure procedures.

p. Comply with Aetherion's insider trading and reporting policies.

2.0 CHAIRPERSON OF THE BOARD

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 General Meeting. If the Board Chair is at any time not an Independent Director, the Board will appoint a lead Independent Director. The Board Chair, or the lead Independent Director, if applicable, will act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties. The following is the position description adopted by the Board for the Board Chair, and applies equally to the lead Independent Director, if applicable.

The Board Chair:

a. Provides effective Board leadership, overseeing all aspects of its direction and administration and working to ensure that the Board is building a healthy corporate governance culture.

b. Provides leadership to enhance Board effectiveness and is explicitly accountable for working to ensure that the Board carries out its responsibilities effectively. Some of the factors contributing to Board success that are the responsibility of the Board Chair include:

   i. Ensuring that the responsibilities of the Board, as outlined in the Board Charter, the charters of the Committees and the position descriptions, are well understood by both the Board and management;

   ii. Ensuring that the resources available to the Board (in particular timely and relevant information from management, as further described below), the needed professional advisors, and the diverse skills sets brought by the individual Directors are adequate to support the Board's achievement of its mission;

   iii. Continuously working to facilitate the Board's culture of working as a cohesive team and providing the leadership essential to achieve this;

   iv. Ensuring that Board and management interact in a productive fashion to advance Aetherion's strategic plan, while respecting the boundaries between their respective areas of responsibility;

   v. Establishing an annual calendar with the Board and Committee meetings scheduled at least 12 months in advance, and scheduling other Board meetings appropriately across the calendar, including advance notice for major initiatives such as site visits and strategic retreats, and consulting with Committee Chairs to set appropriate and comprehensive agendas for such meetings such that good decisions are made in a timely fashion in order to fulfill the Board's duties and responsibilities, and ensuring sufficient time is set aside at each Board meeting for a meeting of the Independent Directors without management or non-Independent Directors;

   vi. Encouraging all Directors to ask questions and express viewpoints during Board meetings and allotting sufficient time during Board meetings for serious discussion of agenda items and relevant issues of importance to Directors;

   vii. Communicating with Directors frequently between meetings in order to effectively draw out concerns and questions of importance to the long-term success of the Board and Aetherion; and

   viii. Dealing effectively with dissent and working constructively towards achieving consensus and arriving at decisions, and working to provide appropriate direction and performance feedback to Directors who are not contributing effectively.

c. Presides at all meetings of the Board and at meetings of shareholders, or delegates a substitute chair, if necessary.

d. Works with the Committee Chairs to build strong and effective Committees that can conduct much of the necessary work for the Board, including effective Committee charters, structure, membership and composition of Committees to ensure effective delivery of the work delegated to such Committees.

e. Works with the Nominating and Corporate Governance Committee (the "**NCG Committee**"), develops and oversees an effective annual performance review process to regularly examines the effectiveness of the Board and its Committees and the contribution of individual members of the Board.

f. Monitors and periodically suggests amendments to the position descriptions and Board and Committee Charters for approval by the Board.

g. Participates in the orientation of new and continuing education of current Directors in accordance with the direction and at the request of the NCG Committee.

h. Retains expert consultants on behalf of the Board when needed.

i. Assists the NCG Committee with the CEO and executive management succession planning process.

j. Sits at the intersection between the Board and the CEO, the CFO and other executive officers of Aetherion in order to ensure that the Board receives information from management that is high in quality, in the appropriate quantity, in a timely fashion and in a convenient format. The Board Chair will also consult with the Corporate Secretary to confirm the Board is meeting all regulatory requirements and shareholder expectations.

k. Facilitates effective communication between Directors and management, both outside and inside the formal processes of the Board and Committees.

l. Aids the CEO and management to establish comprehensive long-term strategy, annual budgets, short term performance metrics and operational performance evaluation reviews, to be reviewed and approved by Committees and the full Board as appropriate.

m. Works: (i) with the Human Resources and Compensation Committee (the "**HRC Committee**") Chair to establish corporate compensation policy for the CEO (for which the HRC Committee will make recommendations to the Independent Directors for approval), including establishing the objectives which the CEO is responsible for meeting, including the CEO's stewardship of the culture of Aetherion (the "tone from the top"); (ii) with both the HRC Committee Chair and the CEO to establish corporate compensation policy and make recommendations to the Independent Directors to approve compensation for executive management excluding the CEO; and (iii) with the HRC Committee Chair to establish appropriate compensation policy for non-employee directors and make recommendations to the Independent Directors to approve such compensation.

n. Consults closely and regularly with the CEO and management with respect to major, transformative transactions as part of the strategic plan.

o. Acts as the Board's contact and spokesperson in discussions with third parties, including leading shareholder engagement on behalf of the Board, in accordance with Aetherion's Disclosure Policy and as appropriate.

p. Works with the NCG Committee to assess the overall effectiveness of the Board and each of the Committees and takes appropriate action to improve Board performance.

3.0 STANDING COMMITTEE CHAIRS

The Board Charter includes three standing Committees:

- Audit Committee
- HRC Committee
- NCG Committee

(collectively, the "**Standing Committees**")

The Audit, HRC, and NCG Committees must be entirely composed of, and chaired by, Independent Directors with the appropriate experience and leadership skills to fulfill their Board and Committee Charter responsibilities effectively and in a timely manner.

Standing Committee Chairs will be nominated annually by the Board Chair and elected by a majority vote of the Independent Directors periodically, and at the first meeting of the Board after the Annual General Meeting. Performance of the Committee Chairs will be assessed annually through a process led by the Board Chair, working with the NCG Committee.

A majority vote of the Independent Directors may remove or replace a Standing Committee Chair at any time during such Director's term as Standing Committee Chair and in the event of such removal the Board Chair shall nominate a replacement Standing Committee Chair which replacement shall be elected by a majority vote of the Independent Directors. The Chair of each Standing Committee will:

a. Be responsible for all aspects of direction and administration of the applicable Standing Committee in order to fulfill its Charter duties in a timely and effective manner.

b. With the Board Chair, propose the appointment of appropriately qualified Independent Directors to join the Standing Committee and appropriate professional consultants to facilitate the work of the Standing Committee.

c. Work with the Board Chair, to conduct regular reviews of the Standing Committee Charter[, any applicable Charter Checklist,] and the activities delegated to the Standing Committee.

d. Schedule and set the agenda for the applicable Standing Committee meetings in consultation with the Board Chair and Standing Committee members, and appropriate members of management.

e. Chair all applicable Standing Committee meetings, or delegates a substitute chair, if necessary.

f. Work to ensure that Standing Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the responsibilities set out in the Charter of the Standing Committee.

g. Allot sufficient time during Standing Committee meetings to fully discuss agenda items of relevance and importance to Directors and facilitate effective discussion of such items.

h. Report the results of each Standing Committee meeting to the next Board meeting and work to ensure that the Standing Committee minutes are available to each Director.

i. Regularly communicate with the Board Chair and appropriate members of management in fulfilling the Charter of the Standing Committee.

j. Work with the Board Chair and the NCG Committee as applicable to conduct an annual performance assessment of the Standing Committee and the contribution of individual members to its work.

4.0 CHIEF EXECUTIVE OFFICER

The CEO:

a. Manages the business and affairs of Aetherion within the guidelines established by the Board.

b. Develops and recommends to the Board for consideration strategies for Aetherion that the CEO believes will result in the maximization of shareholder value.

c. Develops and recommends to the Board business plans, operational requirements, organizational structure, staffing and budgets that support such strategies.

d. Implements said strategies after Board approval and reports to the Board in a timely manner on deviations of such strategies from the parameters established by the Board.

e. Directs and monitors the activities and resources of Aetherion consistent with the strategic direction, financial limits and operating objectives adopted by the Board.

f. Works to ensure, in cooperation with the Board and the HRC Committee, that Aetherion has an effective senior management team below the level of the CEO, that the Board has regular exposure to such persons, and that there exists an effective plan of succession and development for the CEO and senior management.

g. Meets regularly with the Board Chair and other Directors to ensure that these responsibilities are being fully complied with and that Directors are being provided with information necessary so as to fulfill their responsibilities and statutory obligations.

h. Serve as the external spokesperson for Aetherion, including managing relations effectively with stakeholders such as shareholders, investors, strategic partners, creditors, customers, suppliers, the media, governments and the public generally.

i. Acts in the highest ethical manner and with integrity and sets the ethical tone for Aetherion, including directly overseeing the administration and implementation of, and the compliance with, Aetherion's Code of Conduct.