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

1.0 PURPOSE OF THE CHARTER

This Charter (the "**Charter**") has been adopted by the Board of Directors (the "**Board**") of Aetherion Technologies Inc. ("**Aetherion**") to assist the Human Resources and Compensation Committee (the "**Committee**") of Aetherion in the exercise of its duties and responsibilities.

2.0 COMPOSITION

The Committee shall consist of a minimum of three directors ("**Directors**") from the Board, one of whom shall be designated as the Chairperson (the "**Committee Chair**"), as appointed by the Independent Directors (the "**Independent Directors**"), as that term is defined in the Charter of the Board (the "**Board Charter**"). All of the Directors on the Committee shall be Independent Directors.

3.0 MEETINGS

Committee meetings shall be held at such times and places as the Committee Chair may determine, but in any event not less than two times per year. Meetings may be called (subject to required notice) at any time by any member of the Committee or by the Chair of the Board (the "**Board Chair**"). A quorum of a majority of the members of the Committee is required for each meeting, one of whom must be the Committee Chair, unless he or she has designated another member to act as Committee Chair. If a quorum is present at a meeting, a majority of the members of the Committee in attendance at such meeting is required to approve any matter decided by the Committee at such meeting. Matters may be decided outside of a meeting by the unanimous written consent of all members of the Committee.

Minutes shall be prepared and subsequently approved for each meeting of the Committee. Copies of such minutes shall be filed with the Corporate Secretary of Aetherion or with the secretary of the meeting and circulated to all Directors.

4.0 ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The Board has delegated to the Committee the primary responsibility for establishing Aetherion's compensation philosophy and principles including designing, developing and overseeing the operation of the executive compensation program. In fulfilling these responsibilities, the Committee will seek to ensure that compensation plans effectively align management incentives with Aetherion's Strategic Plan and the long-term interests of shareholders, and that they meet the objectives of attracting, retaining, and motivating skilled and experienced executive leadership and appropriately balance incentives and inherent risk.

The Board has also delegated primary responsibility to the Committee for executive oversight, including goal setting and performance evaluation for the Chief Executive Officer (the "**CEO**") (working with the Board Chair), and executive succession planning and the review of the Corporation's talent development (working with the CEO).

Specifically, the Committee has the following responsibilities:

(a) **Selection of the CEO:** making recommendations to the Board regarding the selection, appointment and (if necessary) termination of the CEO;

(b) **Setting Duties and Responsibilities of CEO:** evaluating, together with the CEO, a position description for the CEO, setting out the CEO's authority, duties and responsibilities, and defining the scope of management's responsibilities, and making recommendations to the Board in this regard for discussion and final approval;

(c) **Setting of CEO Objectives:** with leadership from the Board Chair and in consultation with the CEO, recommending to, and assisting the Board in, 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");

(d) **CEO Performance Evaluation:** performing, with input from the Independent Directors, an annual evaluation of the CEO's performance taking into account the position description for the CEO and the objectives which the CEO is responsible for meeting including the CEO's stewardship of the culture of Aetherion;

(e) **Communicating CEO Performance Evaluation:** delivery by the Committee Chair of the results of the CEO's performance evaluation to the Independent Directors and the CEO;

(f) **Compensation Philosophy:** establishing the compensation philosophy and principles for Aetherion and ensuring this is reflected in all compensation plans;

(g) **Oversight of Compensation Plans:** reviewing and approving recommendations for establishing and amending Aetherion's equity-based compensation and incentive plan;

(h) **Evaluating Effectiveness and Inherent Risk in Compensation Plans**: on an annual basis evaluating the effectiveness of Aetherion's compensation plans in: (i) recruiting, retaining and motivating talent necessary to meet Aetherion's corporate strategy shareholder interests; and (ii) appropriately balancing incentives and inherent risk in Aetherion compensation plans;

(i) **Aetherion Comparator Group**: for the purpose of assisting in the design and operation of Aetherion's compensation plans, as well as benchmarking performance, the Committee will, from time to time, determine the list of companies that will form Aetherion's peer group for compensation purposes (the "**Comparator Group**");

(j) **Setting Compensation:** evaluating, and recommending to the Independent Directors for approval, the level and forms of compensation for the CEO and the level and forms of compensation for members of executive management ("**Designated Executive Officers**"), all of the foregoing in light of Aetherion's financial and non-financial performance and with an appropriate balancing of incentives and inherent risk;

(k) **Setting Director Compensation:** evaluating the level and forms of compensation for the Directors, in light of Aetherion's financial and non-financial performance, competitiveness with the Comparator Group, and commensurate with the responsibilities and risks in being an effective Director, and making recommendations to the Board in this regard for discussion and final approval;

(l) **Equity Compensation Plans:** authorizing and approving grants of awards under Aetherion's omnibus incentive plan ("**Omnibus Plan**") to Directors and officers, in coordination with the Board's approval of overall compensation for Directors and officers. For greater certainty, the full Board shall not be required to approve any specific awards under the Omnibus Plan granted by the Committee to Directors and officers;

(m) **Approving Grants of Awards to Employees:** authorizing and approving grants of awards under Aetherion's equity compensation plans to employees (other than officers) in co-ordination with management's recommendation regarding such grants;

(n) **Share Ownership Guidelines:** establishing the expected level of shareholding of Aetherion shares for the CEO, Designated Executives Officers and Board members as well as the time frame within which to establish the required level;

(o) **Succession Planning and Talent Development:** on an annual basis (i) working with the Board Chair, evaluating the succession planning process for the CEO and making recommendations to the Board in this regard for discussion and final approval, and (ii) working with the CEO, reviewing plans and programs for the development of talent within Aetherion, including for Designated Executives Officers, and the succession planning process relating to such talent;

(p) **Reviewing Public Disclosure on Compensation:** reviewing public or regulatory disclosure with respect to compensation for Comparator Group entities and other relevant companies and the basis on which performance is measured, including any "say on pay" recommendation;

(q) **Reviewing Compensation and Human Resources Best Practices:** periodically reviewing corporate governance and human resources policies related to best practice and making recommendations to the Board in this regard for discussion and final approval, including in relation to diversity amongst executive management and the employee base; and

(r) **Oversight of Legal and Regulatory Compliance**: carrying out specific responsibilities with regard to the Board's oversight of Aetherion's compliance with all applicable laws and regulations, as may be delegated by the Board to the Committee.

The Committee Chair may, in his or her discretion, and in consultation with the Board Chair, retain independent consultants or compensation specialists or other professional advisors, and may subscribe to publications, all at the expense of Aetherion, for the purpose of advising the Committee in the execution of its responsibilities, including in order to provide analysis of executive and Director compensation levels and practices in the marketplace. Such analysis shall be used in determining whether Aetherion's overall compensation philosophy and strategies and compensation levels for Directors and executive officers are competitive with those of its Comparator Group.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall perform an annual evaluation of its performance, including a review of its compliance with this Charter, and report the results of such review to Aetherion's Nominating and Corporate Governance Committee.

5.0 NO RIGHTS CREATED

This document is a statement of broad policies and is intended to be part of the Committee'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 Committee, the Board, any Director or Aetherion.