Charter of the Nominating and Corporate Governance Committee

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 Nominating and Corporate Governance Committee (the "**Committee**") of Aetherion in carrying out its duties and responsibilities under the authority delegated by the Board.

2.0 COMPOSITION OF THE COMMITTEE

The Committee shall consist of a minimum of three directors ("**Directors**") from the Board, one of whom shall be designated the Chairperson (the "**Committee Chair**") of the Committee 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 at least two times per year. Additional meetings may be called (subject to required notice) at any time by any member of the Committee or the Chairperson 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 Committee members.

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 responsibility for the overall corporate governance framework, guidelines and policies of Aetherion and for setting its principles and processes in this regard. Effective corporate governance plays an important role in protecting shareholder rights, helping to maximize shareholder value over time and assisting in the creation of a vibrant, dynamic, and successful corporation.

Specifically, the Committee has the following responsibilities:

(a) **General:** developing and monitoring Aetherion's general approach to corporate governance, including applicable guidelines and policies, and making recommendations to the Board in this regard for discussion and final approval. The Committee, as part of its ongoing review of Aetherion's corporate governance practices, will periodically review Aetherion's board and committee structures and processes and the methods for evaluating board and committee performance to ensure that they align with accepted practices and remain appropriate, and will make recommendations to the Board in this regard for discussion and final approval;

(b) **Board/Management Relationship:** evaluating whether the Board has in place appropriate structures and procedures implemented to allow it to function with the proper degree of independence from management;

(c) **Board Charter and Position Descriptions:** reviewing at least annually the Board Charter and Position Descriptions in light of corporate, market and legal developments, and best corporate governance practices, revising it from time to time, and making recommendations to the Board in this regard for discussion and final approval;

(d) **Board Operation:** reviewing and developing guidelines for the operation of the Board, including its functions, size and composition, and minimum attendance guidelines;

(e) **Board Committees and Charters:** reviewing at least annually, together with the chairperson of each committee of the Board, the charter, structure, composition, membership, minimum attendance guidelines and functions of each committee of the Board;

(f) **Board Succession Planning:** reviewing at least annually the Board's succession planning arrangements for Board members, the Board Chair and each committee of the Board;

(g) **Director Recruitment and Nominated Director Candidate Review:** identifying the competencies, skills and characteristics required of potential Directors, periodically developing lists of candidate Directors, and making recommendations to the Board in this regard for discussion and final approval, where the Committee determines that such recommendation would be helpful to the Board. The Committee shall additionally review and make recommendations to the Board with respect to any director candidates nominated by the shareholders of Aetherion, both in respect of whether a proper nomination procedure has been followed and any conflicts of interest applicable to any such proposed directors as well as to the diversity characteristics applicable to any such proposed directors with a view of bringing a diversity of background and industry or related expertise and experience to the Board. The Committee recommendation with respect to director candidates shall additionally consider any diversity (including gender diversity) targets adopted by the Board. In assessing Board composition and identifying suitable director candidates, the Committee shall consider, without limitation: candidate competencies; skills; expertise; past experience; number of additional boards participated in by such candidate; candidate availability; level of engagement; age; ethnicity; gender (including the current percentage of women on the Board and any gender-based targets which have been established); education; geographical location; and the existing competencies and characteristics of the Board;

(h) **Director Orientation and Education:** overseeing an orientation education program developed by executive management of Aetherion for new Directors and making recommendations to current Directors about their continuing education on subjects that would assist them in the exercise of their responsibilities. The Board Chair or the Committee Chair shall participate in the new Director orientation;

(i) **Board and Committee Assessments:** performing, at least annually, under the leadership and guidance of the Board Chair, assessments of the Board, committees of the Board (including the Committee) and the Board Chair, and making recommendations to the Board in this regard for discussion and final approval. In connection with such performance assessments, the Committee shall recommend to the Independent Directors for approval of Committee, Audit Committee and Human Resources and Compensation ("**HRC**")

Committee assignments and their respective Chairperson assignments. The Committee should note any performance issues to be taken account of by the HRC Committee;

(j) **Reviewing Corporate Governance Issues:** reviewing and initiating discussions on corporate governance issues and policies, as appropriate, with regard to such matters as takeover bids, shareholders rights plans, conflicts of interest, corporate business ethics, and other specific corporate governance issues. Specific committees may also be formed from time to time to focus specifically on one or more of these matters;

(k) **Reviewing Code of Conduct:** reviewing at least annually the Aetherion Code of Conduct in light of corporate, market and legal developments, and best corporate governance practices, revising it from time to time, and making recommendations to the Board in this regard for discussion and final approval;

(l) **Oversight of Shareholder Engagement:** responding to shareholder questions relating to the Board's activities, duties and obligations and oversight of Aetherion's process and procedures for shareholder engagement; and

(m) **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 professional advisors to provide services to the Committee, at the expense of Aetherion, for the purpose of advising the Committee in the execution of its responsibilities.

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 is intended to comply with all applicable law and Aetherion's constating documents, including its Articles and By-laws, it does not create any legally binding obligations on the Committee, the Board, any Director or Aetherion.