

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee is to assist the Board in discharging its duties relating to compensation of the executive officers of the Company, the goals are to enable the Company to attract, retain and motivate the most qualified talent who will contribute to the long term success of the Company by aligning compensation with the Company's business objectives and performance, and aligning incentives with the interests of shareholders to maximize shareholders' value.

MEMBERSHIP

The Board shall appoint members of the Compensation Committee. The Compensation Committee of the Board of Directors consists of at least three Directors, each of whom shall be independent as defined in accordance with all applicable securities laws and regulations and all applicable stock exchange rules, except where specifically permitted by such laws, regulations and rules.

The members of the Committee should have experience or demonstrate an understanding of compensation practices, including policy development, plan design, governance standards, and relevant industry trends.

In affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director; and (B) whether such director is affiliated with the listed company, a subsidiary of the listed company or an affiliate of a subsidiary of the listed company.

The members of the Compensation Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Compensation Committee at any time with or without cause. The Board shall fill Compensation Committee member vacancies by appointing a member from the Board. If a vacancy on the Compensation Committee exists, the remaining members shall exercise all of the Compensation Committee's powers so long as a quorum exists.

COMMITTEE STRUCTURE AND OPERATIONS

Chair. The Board shall appoint a chair of the Compensation Committee from the Compensation Committee members.

Quorum. A quorum for decisions of the Compensation Committee shall be a majority of Compensation Committee members.

Meetings. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board. The Committee meets at least annually, or more frequently as required to fulfill its responsibilities.

Reporting. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall keep minutes of its meetings which shall be made available for review by the Board. The Committee may, from time to time, appoint any person who need not be a member to act as secretary at any meeting

Committee Annual Evaluation. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to engage and compensate any outside advisor, including compensation consultants, independent legal counsel and other compensation advisors, that it determines to be necessary to permit it to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation of compensation consultants, independent legal counsel or any other advisor retained by the Committee.

RESPONSIBILITIES

The Committee's responsibilities are:

- To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (the "CEO"); evaluate at least annually the CEO's performance in light of those goals and objectives; and determine (or make recommendations to the Board with respect to) the CEO's compensation level based on this evaluation. The CEO shall not be permitted to attend the Committee's deliberations and voting relating to the CEO's compensation.
- To make recommendations to the Board with respect to the compensation of individual executive directors, non-executive directors, other senior management and executive officers of the Company.
- To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- To review the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation reflects the responsibilities and risks involved in being a director.
- To review and make recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive stock options for all employees, consultants, directors and officers.
- To review the disclosure to be made of director and executive compensation in the Management Information Circular or otherwise before it is publicly disclosed.
- To ensure there are appropriate training, development and benefit programs in place for management and staff.
- To review and make recommendations to the Board for its approval on any special compensation and benefit arrangements.
- To review its compensation practices by comparing them to surveys of relevant competitors and to set objective compensation based on this review.
- To perform such other functions as the Board may from time to time assign to the Committee.
- To review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance, and to recommend changes to the Board for its approval.
- To engage any outside advisor or expert, including compensation consultants, independent legal counsel, and other compensation advisors as it deems necessary to permit it to carry out its duties.

The Committee shall be solely and directly responsible for the appointment, compensation, and oversight of the work of any such advisor. The Committee shall be solely and directly responsible for the appointment, compensation, and oversight of the work of any such advisor. Prior to engaging or obtaining advice from any advisor, the Committee shall assess the independence of the advisor, taking into consideration all relevant factors as required by all applicable regulations, including:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
 - To review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
 - To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
 - To ensure that no director or any of their associates is involved in deciding that director's own remuneration.

This charter was reviewed by the Corporate Governance and Nominating Committee and last approved by the board of directors on August 5, 2025.