

BLUMETRIC ENVIRONMENTAL INC.

CHARTER OF THE COMPENSATION COMMITTEE

I. PURPOSE

The Compensation Committee is responsible for making recommendations to the Board with respect to compensation policies for the Corporation and the compensation programs for Chief Executive Officer of the Corporation.

II. COMPOSTION OF THE COMMITTEE

The Board Committee will consist of not fewer than three Members of the Committee will be independent, as such term is defined under applicable stock exchange rules and applicable securities laws, whenever practicable. Members of the Committee will be appointed by the Board and will serve at the pleasure of the Board. Unless the chair of the Committee (the “Chair”) is appointed by the Board, the members of the Committee will select its Chair.

III. MEETINGS

The Committee will meet at least twice annually or as frequently as may be necessary or appropriate in its judgement as the Committee may determine. Minutes of all meetings of the Committee will be maintained. In addition, the Committee will report to the Board on the Committee’s activities at the Board meeting following each Committee meeting.

Meetings of the Committee may be called by its Chair or the Chair of the Board. Notice of meetings of the Committee will be given to each member not less than 48 hours before the time when the meeting is to be held. The notice need not state the purpose or purposes for which the meeting is being held.

A quorum for meetings will be a majority of the members present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. At all meetings of the Committee, every question will be decided by a majority of the votes cast on the question. All other procedures at meetings will be determined from time to time by the members.

The Committee may ask members of Management of the Corporation or others to attend meetings and provide pertinent information, as necessary.

The members of the Committee will have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation. The Committee will also have the right, without Board approval, to hire independent counsel, accounting and other advisors at the Corporation’s expense, if deemed necessary by it, to carry out its duties. The Corporation will provide appropriate funding, as determined by the Committee, to compensate the advisors employed by the Committee.

IV. RESPONSIBILITIES

A. WITH RESPECT TO COMPENSATION OF THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION:

1. Annually review and provide guidance in respect of the Chief Executive Officer's remuneration;
2. Annually review and recommend to the Board for approval remuneration of the directors of the Corporation;
3. Review and recommend any special arrangements with any directors of the Corporation, taking into account any restrictions imposed by applicable laws and regulations;
4. Compare periodically, the total remuneration and its main components of the officers and directors of the Corporation with the remuneration practices of similar industries;
5. Review and confirm disclosure on executive compensation required to be published in the Corporation's proxy management circular; and
6. Review such other matters relating to compensation as, from time to time, the Committee may consider suitable or the Board may specifically direct.

B. WITH RESPECT TO STOCK OPTION, RESTRICTED SHARE UNIT OR SHARE PURCHASE PLANS OF THE CORPORATION INCLUDING, THE CORPORATION'S AMENDED AND RESTATED STOCK OPTION PLAN 2025 (THE "PLAN"):

1. Review and recommend to the Board any proposed amendments to the Plan;
2. Review and recommend to the Board for approval Management's proposal of the employees who should be granted options or other equity incentives, the date on which options will terminate, the number of common shares to be optioned to any employee and other terms and conditions of the option agreements under which options are granted; and
3. Administer all other matters related to the Plan to which the Committee has been delegated authority pursuant to the Plan.

C. WITH RESPECT TO THE GOVERNANCE OF THE COMMITTEE:

1. Review and assess the adequacy of the committee charter annually, requesting board of director approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation;
2. Confirm annually that all responsibilities outlined in this Committee charter have been carried out;
3. Review such other matters relating to compensation as the Committee may consider suitable or the Board may specifically direct.
4. Review and report to the Board annually on the size, composition and profile of the Board (disciplines, independence, related vs unrelated, etc.);

V. EFFECTIVE DATE OF CHARTER

The Charter was adopted by the Board on May 28, 2025.