

BLUMETRIC ENVIRONMENTAL INC.

CHARTER OF THE AUDIT COMMITTEE

I. PURPOSE

The purpose of the Audit Committee (the “Committee”) of BluMetric Environmental Inc. (the “Corporation”) is to assist the Board of Directors (the “Board”) in its oversight of:

1. the integrity of the Corporation’s financial statements and related information;
2. the Corporation’s compliance with legal and regulatory requirements related to financial reporting;
3. the independence, qualifications, appointment and performance of the Corporation’s external auditor; and
4. disclosure, internal controls and audit procedures (internal and external).

The present charter is not intended to limit, enlarge or change in any way the responsibilities of the Committee as determined by such articles, by-laws, applicable laws and the rules of the TSX Venture Exchange.

II. COMPOSITION OF THE COMMITTEE

The Committee will consist of not fewer than three Directors. 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 quarterly 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 Audit Committee may be called by any member of the Audit Committee or the external auditor. 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.

The Audit Committee shall meet separately in an “in-camera” session in the absence of management and the external auditor, at each regularly scheduled meeting. The Audit Committee will also meet with the external auditor without management being present.

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 Committee will have the right to inspect all information regarding the Corporation that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by the members of the Committee. The Committee also has the authority to communicate directly with the external auditor, the Chief Financial Officer as well as any other employee of the Corporation as it deems advisable.

The Committee will also have the right, without Board approval, to hire independent counsel, financial 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. FINANCIAL REPORTING AND CONTROL:

1. Review, on a quarterly and annual basis, the Corporation's financial reporting and accounting standards and principals and significant changes in such standards or principals or in their application including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made;
2. Review and recommend approval to the Board of the Corporation's quarterly and annual financial statements and management's discussion and analysis related thereto and earnings press releases before they are publicly disclosed;
3. Review with management and the external auditor, the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes; and
4. Review the Corporation's compliance with tax and financial reporting rules as issues arise.

B. EXTERNAL AUDITOR OVERSIGHT:

1. Recommend to the Corporation's Board of Directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report (or any related work), as well as the remuneration of the external auditor;
2. Ensure the Corporation's external auditor report directly to the Audit Committee throughout the term of their appointment;

3. Monitor the independence of the external auditor by reviewing all relationships between the external auditor and the Corporation and all non audit work performed for the Corporation by the external auditor;
4. Review with management and the external auditor, significant related party transactions and potential conflicts of interest;
5. Preapprove all non audit services to be provided to the Corporation or its subsidiaries by the external auditor;
6. Review the annual audit scope and plan as recommended by the external auditor;
7. Analyze all internal control points raised by the external auditor in correspondence with management.

C. LEGAL COMPLIANCE:

Review, on a periodic basis the Corporation's legal compliance with respect to:

1. The legal and regulatory matters which may have a material effect on the Corporation and/or its financial statements, including with respect to pending or threatened material litigations; and
2. Corporate compliance policies.

D. WHISTLEBLOWER, ETHICS, CONDUCT AND INTERNAL CONTROLS COMPLAINT PROCEDURES:

In accordance with the terms of the Whistleblower Policy, ensure that the Corporation has in place, monitors, and reviews annually policies for:

1. The receipt, retention and treatment of complaints received by the Corporation;
2. The confidential, anonymous submission of concerns regarding questionable matters or circumstances (including allegation with respect to fraud, accounting misconduct, harassment, violence, retaliation, etc.).

V. REVIEW OF CHARTER

The Audit Committee will annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes for consideration. The Board may amend this Charter, as required.

VI. EFFECTIVE DATE OF CHARTER

This Charter was adopted by the Board on May 25, 2023.