

BLUMETRIC ENVIRONMENTAL INC.

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

I. PURPOSE

The Nominating and Governance Committee is responsible for making recommendations to the Board with respect to the Governance of the Corporation.

II. COMPOSITION OF THE COMMITTEE

The Board Committee will consist of not fewer than three Directors, the majority of whom are “independent” Directors as such term is defined under applicable stock exchange rules and applicable securities laws. Members of the Committee will be appointed by the Board and will serve at the pleasure of the Board. Unless 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 THE GOVERNANCE OF THE CORPORATION:

1. Review and report to the Board annually on the size, composition and profile of the Board (disciplines, independence, related vs unrelated, etc.);
2. Annually review the Board Skills Matrix against the Company Strategy;
3. Annually establish qualifications for Board nominees, including diversity considerations, and recommend suitable candidates for nominees for election or, when vacancies occur, appointment as directors;
4. Review annually the compliance, contribution and performance of nominees to the Board to be named in Management's proxy circular for re-election with the criteria underlying the appointment of each director;
5. Review annually the term including succession and continuity of the directors and the Chief Executive Officer;
6. Review annually the relationship between the Board and management and recommend to the Board structures and procedures to ensure that the Board can function independently of management, such as *in camera* meetings, separating the roles of the Chair of the Board and the CEO;
7. Review and confirm the disclosure to be contained in the Corporation's public disclosure documents, such as the Corporation's management proxy circular on matters of such as a review of the statement of corporate governance practices as required by any applicable exchange or by any securities regulator, or to reflect best practices, including annually review diversity disclosures;
8. Conduct a periodic review of the Corporation's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness;
9. Review any report by the CEO or CFO of the Corporation or any issues brought to the attention of the Committee, in respect of the Corporation's code or codes of business conduct and ethics;
10. 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;
11. Confirm annually that all responsibilities outlined in this Committee charter have been carried out;

V. EFFECTIVE DATE OF CHARTER

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