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## ROLE AND RESPONSIBILITIES

The Compensation Committee (“**Committee**”) is a committee of the Board of Directors (the “**Board**”, each member of the Board a “**Director**”) of ACT Energy Technologies Ltd. (the “**Corporation**”), established to oversee the Corporation’s compensation and retention of key senior management and Directors, including by:

- (a) Reviewing and recommending to the Board the compensation payable, including appropriate performance incentives, to the President and Chief Executive Officer (the “**CEO**”) and to other key management personnel;
- (b) Reviewing and recommending to the Board the compensation payable, including appropriate performance incentives, to the independent Directors;
- (c) Oversee the development, implementation and administration of the Corporation’s compensation and incentive plans; and
- (d) Reviewing executive and director compensation disclosure to be made in public disclosure.

## MEMBERSHIP

1. The Committee shall be comprised of a minimum of three (3) Directors, all of whom must qualify as "independent" Directors pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (as implemented by the Canadian Securities Administrators and as amended from time to time).
2. The members of the Committee and its Chair shall be appointed by the Board. The Chair shall be responsible for leadership of the Committee, including preparing meeting agendas, presiding over meetings, and reporting to the Board.
3. Each member of the Committee shall serve until the member resigns, is removed, or ceases to be a member of the Board. Any member of the Committee may be removed or replaced by the Board. The Board has the power to fill vacancies on the Committee by appointment from existing members of the Board at such times as determined by the Board.

## MEETINGS

4. The Committee shall meet as frequently as is necessary, but not less frequently than one (1) time per year. The Committee shall report to the Board on its activities following each meeting.
5. The CEO is expected to be available to attend the Committee’s meetings or portions thereof. The Committee shall have the opportunity to meet without management present and with such officers or Directors as it considers necessary.

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6. Quorum for any meeting shall be a majority of the Directors on the Committee.
7. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution, provided that where permitted by applicable law, resolutions of the Committee may also be approved by consent in writing by all of the members of the Committee.
8. The Chair of the Committee shall designate a person who need not be a member of the Committee or a Director to act as secretary. Minutes of all meetings of the Committee shall be taken by the secretary.

#### **SPECIFIC DUTIES AND RESPONSIBILITIES**

9. The duties and responsibilities of a member of the Committee are in addition to the duties as a member of the Board.
10. Review and oversee the Corporations' overall compensation philosophy and oversee the development and implementation of compensation programs aligned with the Corporation's business strategy. Monitor the effectiveness of the Corporation's compensation programs and recommend appropriate compensation policies, practices and procedures to the Board.
11. Oversee the development and monitoring of the Corporation's compensation philosophy and remuneration for senior management of the Corporation and recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate senior employees.
12. Annually review and make recommendations to the Board with respect the overall corporate objectives and goals of the Corporation relevant to the compensation of the CEO and annually evaluate the CEO's performance in light of those comparative goals and objectives.
13. Monitor and evaluate the performance of other members of senior management, taking into account the CEO's evaluation thereof.
14. Based on such evaluations, peer review and compensation competitive analysis, annually make recommendations to the Board with respect to compensation and benefit programs for the CEO and senior management of the Corporation including base salaries, bonuses and/or other performance incentives such as share-based compensation programs. In setting the CEO's base salary, the Committee will take into consideration salaries paid to chief executive officers in public companies of comparable size, industry and complexity. The CEO's contribution towards the Corporation's achievement of business goals and objectives for the previous financial year will form the basis for the Committee's recommendation concerning bonus or other performance recognition awards.

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15. Periodically review the succession planning process and the succession plans for senior management roles including specific focus on the development and career planning for potential senior management successors.
16. Review and make recommendations to the Board with respect to the implementation or variation of share option plans, share purchase plans, and compensation and other incentive plans. The Committee will oversee the administration of the Corporation's approved share-based compensation plans, including making recommendations with respect to granting of stock options or other incentive awards, having regard to potential future contribution an individual may make to the success of the Corporation.
17. Annually review and recommend to the Board for approval the fees and any other compensation payable to independent Directors for service as a Director.
18. Annually review and recommend to the Board for approval, the disclosure of Director and executive compensation for inclusion in the Corporation's management proxy circular prepared for the annual shareholder meeting.
19. Review and assess the adequacy of this Charter and, where necessary, recommend changes to the Board for its approval, and conduct an annual review of the Committee's performance against this Charter.
20. Review and make recommendations to the Board on such other matters related to compensation issues that are specifically delegated to the Committee by the Board.

#### **EXTERNAL CONSULTANTS**

21. The Committee shall have the authority to engage and compensate any external consultants or advisors that it determines to be necessary to permit it to carry out its duties. The Corporation will adequately fund the budget of the Committee including, if necessary, funding for external consultants retained by the Committee from time to time.

#### **LIMITATION ON COMMITTEE MEMBERS' DUTIES**

22. Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard required by law. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than inflexible rules and the Committee may adopt such additional procedures and standards it deems necessary from time to time to fulfill its responsibilities.