



COMPENSATION & CORPORATE GOVERNANCE CHARTER
(Adopted by the Board of Directors on July 7, 2022)

I. PURPOSE

The Board of Directors (the "Board") of Hypercharge Networks Corp. ("Hypercharge") has established a Compensation and Corporate Governance Committee (the "Committee") to assist the Board in matters pertaining to: (i) the compensation, benefits and performance of the senior executives of Hypercharge; (ii) recommendations with respect to the nomination of directors to the Board; (iii) assessing the effectiveness of the directors, the Board and the various committees of the Board and the composition of the Board and its committees; (iv) overseeing and supervising any share purchase plan, share option plan, bonus participation plan, incentive compensation plan or other equity based plan; (iv) all matters of corporate governance, succession planning, compensation, size and composition of the Board and committees of the Board.

II. COMPOSITION

The Committee will be comprised of such number of the directors as the Board may from time to time determine, but in any event not fewer than three members. The Committee's composition shall meet all independence, legal and regulatory requirements.

The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair for the Committee is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

III. COMMITTEE MEETINGS

The Chairman of the Committee, following consultation with Committee members, shall determine the schedule and frequency of the Committee meetings provided that the Committee shall meet a minimum of once a year prior to the Board meeting to approve the Corporation's Statement of Corporate Governance Practices and Report on Executive Compensation contained in the management information circular for the Corporation's Annual Meeting. Additional meetings will be scheduled as required in response to specific circumstances. The Chairman of the Committee shall develop and set the Committee's agenda in consultation with members of the Committee, the Board and management.

IV. RESPONSIBILITIES AND POWERS

The Committee is mandated to carry out the following responsibilities:

A. Board Composition

The Committee shall review with the Board on an annual basis the current composition of the Board of Directors with a view to ensuring that the members of the Board have the independence, expertise, experience, personal qualities and ability to make the necessary time commitment to the Corporation in light of the opportunities and risks facing the Corporation.

B. Nominations to the Board of Directors

The Committee shall propose to the Board nominees they believe to be qualified to be directors, and in doing so, shall consider both the opportunities and risks facing the Corporation and the independence, expertise, experience, personal qualities and ability to make the necessary time commitment of a proposed nominee in order to add value to the Corporation.

C. Committee Memberships

The Committee shall identify and recommend to the Board the names of directors to serve as members of the Audit Committee and such other committees as may exist from time to time, as well as the

Committee itself. In addition, the Committee shall recommend to the Board a member of each committee to serve as Chairman. The Committee shall identify names of directors to fill vacancies on committees.

D. Effectiveness of the Board

The Board shall be responsible for developing and implementing a program for assessing the effectiveness of the individual directors, the Board and its committees, including considering the experience and expertise of members against the needs of each committee and the Board. The Committee shall conduct an annual evaluation of the Board's effectiveness and shall report the results of the evaluation to the Lead Director and the Board.

E. Directors' Compensation

The Committee shall consider the form and amount of directors' compensation. The Committee shall periodically review such compensation, taking into consideration such factors as time commitment, compensation at comparable public corporations, and responsibilities, to ensure such compensation is reasonable, competitive, aligns the interests of directors with those of shareholders and is consistent with the time commitment, risks and responsibilities involved in being an effective director.

F. Orientation and Education

The Committee shall cause to be provided an orientation and education program to new Board members and continuing education as necessary.

G. Approval of Independent Advice for Directors

The Committee shall consider and approve, if appropriate, requests by individual directors to engage external special advisors and approve the necessary funding to compensate such advisors.

H. Executive Compensation

The Committee shall:

1. Review and, where appropriate, recommend to the Board:
 - (a) The Corporation's overall executive compensation strategy in conjunction with the Chief Executive Officer, including competitive industry positioning, weighting of compensation elements and relationship of compensation to performance.
 - (b) At least annually, the Chief Executive Officer's recommendation for all corporate compensation and benefit plans including proposed salary ranges, bonuses, stock options, and any other forms of compensation.
 - (c) Annually the Chief Executive Officer's recommendation for salaries, budgets, organization and manpower plans, and succession planning.
 - (d) Annually, performance appraisals and overall compensation as recommended by the Chief Executive Officer for senior officers.
 - (e) After consultation with the Chief Executive Officer, appointment of new officers.
 - (f) Annually, the compensation of the Chief Executive Officer.
 - (g) Employment and pay equity issues.
 - (h) Any amendments to the Corporation's stock option plan.
 - (i) Any proposed new short or long-term incentive plan involving compensation and benefits.

- (j) The making of a loan to any director, officer or employee for any reason whatsoever.
 - (k) The granting of stock options pursuant to the Corporation's Stock Option Plan.
2. The Committee shall prepare such reports as are necessary or required for disclosure to shareholders with respect to the Corporation's compensation policies and practices and, in particular, in regard to the Chief Executive Officer's compensation the factors used as the basis for compensation, their relative weighting and their relation to the competitive marketplace and to corporate performance.

I. Organization Structure and Succession Planning

The CEO has the responsibility for the organizational structure of the Corporation and its management team and to present to the Committee an assessment of its effectiveness and any proposed changes of a significant or strategic nature.

The Committee shall:

- 1. Monitor and report to the Board on the organizational structure of the Corporation's management, including an assessment of the effectiveness of the structure.
- 2. Monitor management's succession plan for the CEO and other senior management and periodically report to the Board with recommendations on succession planning issues.

J. Corporate Governance

The Committee shall:

- 1. Review and assess the adequacy of the Corporation's corporate governance system annually and report to the Board, which report shall include any recommendations regarding the Corporation's corporate governance practices which the Committee deems appropriate.
- 2. Review the disclosure of the Corporation's system of governance to be contained in the Corporation's Annual Report or management information circular to ensure it constitutes full and complete disclosure of such system in response to legal and regulatory requirements.

K. Review of Policies

The Committee shall review on an annual basis and approve the Corporation's strategic corporate policies and material amendments thereto including the Corporation's Corporate Disclosure, Confidentiality and Restricted Trading Policies and its Code of Business Conduct and other relevant policies associated with ensuring an effective system of corporate governance.

L. Code of Business Conduct Compliance and Waivers

The Committee shall be responsible for overseeing the implementation of a compliance program for the Code of Business Conduct (the "Code") to ensure that all directors, officers and employees are made aware of it and comply with it. The Committee shall review with management from time to time the enforcement of its terms. All amendments, modifications or waivers with respect to the Code shall be approved by the Committee and reported to, or approved by, if appropriate, the Board. The Committee shall oversee the disclosure of any waivers as required by law or applicable regulatory requirements.

M. Report to Board

The Committee shall report periodically, but no less than once annually, to the Board and shall submit to the Board the minutes of its meetings.

N. Other

Perform any other activities consistent with this Charter, the Corporation's by-laws or as delegated by the Board from time to time.

Resources

The Committee shall have the sole authority to retain (or terminate) consultants to assist the Committee in the evaluation of director, CEO or executive compensation or to identify candidates for nomination as directors or appointment as the CEO or other senior management position. The Committee shall be provided with the necessary funding to compensate any advisors retained by the Committee.

The Committee shall have full access to the Corporation's books, records, facilities and personnel.

Review of Mandate

The mandate of the Committee will be reviewed by the Board at least once per year and modified if necessary.

Delegation of Authority

The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

Limitation on the Oversight Role of the Committee

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 to which all members of the Board of Directors are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such persons or organizations.