



NOMINATION AND GOVERNANCE COMMITTEE CHARTER

I. ROLE AND OBJECTIVES

The Nomination and Governance Committee is a committee of the Board of Directors (the "**Board**") of BTQ Technologies Corp. (the "**Corporation**") to which the Board has delegated certain responsibilities relating to corporate governance and responsibility. In this Charter, the Corporation and entities controlled by the Corporation are collectively referred to as "**BTQ**".

The objectives of the Nomination and Governance Committee are (i) to assist the Board in fulfilling its oversight responsibilities in respect of the development, implementation and monitoring of the Corporation's corporate governance practices, (ii) to assist the Board in reviewing and assessing the size and composition of the Board and Board committees and the selection of Board committee chairs; (iii) planning for the Board's succession, director education and evaluation, (iv) to assist the Board in establishing appropriate risk oversight functions at the Board and Board committee levels; (v) to identify individuals qualified to become Board members; and (vi) to facilitate and oversee the periodic performance assessment process for the Board, the other Board committees and management. The Nomination and Governance Committee also prepares reports, if and when required, for inclusion in the Corporation's disclosure documents.

II. MEMBERSHIP AND POLICIES

The Board will appoint members of the Nomination and Governance Committee. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by the Board, or he or she shall otherwise cease to be a director of the Corporation.

The Nomination and Governance Committee must be composed of not less than two (2) members of the Board, each of whom must be independent pursuant to the rules and regulations of all applicable stock exchanges and United States and Canadian securities laws and regulations. The Board will fill any vacancy if the Nomination and Governance Committee has less than two (2) members and may remove members by resolution.

The Board will select the Chair of the Nomination and Governance Committee from amongst its members.

The Nomination and Governance Committee has the authority to select, engage, remunerate and terminate independent counsel and other advisors to assist it in carrying out its duties, as deemed necessary. In particular, the Nomination and Governance Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including the search firm's fees and other retention terms. The Corporation will provide appropriate funding to compensate any advisors that the Nomination and Governance Committee chooses to engage.

In discharging its duties under this Charter, the Nomination and Governance Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Corporation's legal counsel, external auditors and consultants, and may invite any such person to attend any part of any meeting of the Nomination and Governance Committee.

III. FUNCTIONS

The Nomination and Governance Committee is responsible for overseeing developments in corporate governance, best practices for corporate governance and furthering the effectiveness of the Corporation's corporate governance practices.

A. Compliance Duties and Responsibilities

The Nomination and Governance Committee will:

- (a) recommend and report to the Board on corporate governance issues, principles and guidelines for review, discussion, approval or other action by the Board;
- (b) monitor best governance practices and periodically review the Corporation's governance practices with a view to maintaining high standards of corporate governance;
- (c) develop and recommend to the Board for approval a set of corporate governance guidelines;
- (d) raise any issues relating to governance that are identified by the Board with the management of the Corporation; and
- (e) report to the Board on the compliance of the Corporation and of each Board committee with the relevant regulatory bodies, authorities and stock exchanges.

B. Oversight Duties and Responsibilities

The Nomination and Governance Committee will:

- (a) review, prior to each annual general meeting and in consultation with the Board Chair and the Chief Executive Officer (the "CEO"), the composition of the Board, the Board committees and the committee chairs and recommend any necessary changes to the Board for approval;
- (b) identify individuals qualified to become Board members, consistent with criteria established by the Board;
- (c) select, or recommend that the Board select, the director nominees for each annual general meeting of shareholders and, as required, candidates to fill any vacancy occurring in the Board or committees of the Board;
- (d) review and recommend to the Board for approval as required, the candidates for appointment of the Board Chair and the Board committee chairs;
- (e) review and recommend to the Board for approval as required, the

candidates for appointment as CEO;

- (f) review the risk oversight functions that are in place at the Board and Board committee levels, including by reviewing the applicable Board committee charters to confirm that such risk oversight is appropriately allocated amongst the various Board committees and by recommending any necessary amendments thereto to the Board; and
- (g) confirm that each Board committee and the Board as a whole conducts a periodic review of its respective Charter, reviews any recommendations for amendment and recommends any necessary changes to the Nomination and Governance Committee, who will, in turn, recommend any changes it deems necessary to the Board for approval.

C. Selection/Evaluation Duties and Responsibilities

The Nomination and Governance Committee will:

- (a) assess what competencies and skills the Board, as a whole, should possess, and the appropriate size of the Board with a view to facilitating effective decision-making;
- (b) determine a process for the selection of new directors and periodically review such process;
- (c) recommend to the Board for approval a process for the determination of the independence of the directors, and the financial expertise or accounting or related financial experience or financial literacy of the directors, as well as the actual determinations, as those terms are defined under applicable securities laws and periodically review such process and recommend any changes thereto to the Board for approval;
- (d) approve orientation processes for new directors and for the ongoing development and education of existing directors;
- (e) recommend to the Board for approval, a process and criteria for assessing the performance of individual directors, the Board Chair, the chairs of the committees, the Board as a whole and the committees, including the Nomination and Governance Committee itself, and oversee the Board Chair in conducting these assessments;
- (f) recommend to the Board for approval, the criteria to be met by all directors of the Corporation in order to be eligible to serve as a director and periodically review and recommend any changes to the eligibility criteria to the Board for approval;
- (g) review and consider whether the composition of the Board needs to be changed to eliminate any interlock with the board of one or more other publicly-traded entities;
- (h) review proposed additional directorships being pursued by directors of the Corporation, prior to any director accepting any new directorship in order to manage any conflicts or perceived conflicts; and
- (i) establish and review as and when appropriate, a succession plan for the

Chair and the chair of each committee.

D. Organizational Duties and Responsibilities

The Nomination and Governance Committee will:

- (a) work with all appropriate persons and entities within BTQ to foster a healthy governance culture;
- (b) review as required, and report to the Board on the necessity or advisability of appointing an independent committee to evaluate and confirm to the Board the fairness of any material transaction involving the Corporation and a significant shareholder or other related party;
- (c) review and approve as needed, any policy regarding the engagement of outside advisors by individual directors or by committees; and
- (d) facilitate the exercise of the Board's duties and responsibilities in compliance with applicable law and Corporation policies.

E. Additional Duties and Responsibilities

The Nomination and Governance Committee will also:

- (a) facilitate information sharing with other Board committees as required to address matters of mutual interest or concern in respect of governance matters; and
- (b) report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations.

The Nomination and Governance Committee will perform such other functions as are assigned by law and/or by the Board.

IV. SUBCOMMITTEES

The Nomination and Governance Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to the Chair or a subcommittee of the Nomination and Governance Committee.

V. MEETINGS

The Nomination and Governance Committee will meet periodically at the discretion of the members of the Nomination and Governance Committee, as circumstances require.

Notice of each meeting of the Nomination and Governance Committee will be given to each member. The notice will:

- (a) be in writing (which may be communicated by fax or email);
- (b) be accompanied by an agenda that states the nature of the business to be transacted at the meeting in reasonable detail;
- (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
- (d) be given at least forty-eight (48) hours preceding the time stipulated for the meeting,

unless notice is waived by the committee members.

A quorum for a meeting of the Nomination and Governance Committee is a majority of the members present in person or by telephone.

If the Chair is not present at a meeting of the Nomination and Governance Committee, a Chair will be selected from among the members present. The Chair will not have a second or deciding vote in the event of an equality of votes.

The Nomination and Governance Committee may invite others to attend any part of any meeting of the Nomination and Governance Committee as it deems appropriate. This includes members of management, any employee, the Corporation's legal counsel, external auditors and consultants.

Minutes will be kept of all meetings of the Nomination and Governance Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Corporation's records, and will be available for review by members of the Nomination and Governance Committee, the Board and the external auditor.

VI. OTHER MATTERS

A. Review of Charter

The Nomination and Governance Committee shall review and reassess the adequacy of this Charter periodically as it deems appropriate and propose recommended changes to the Board.

B. Evaluation

The assessment of the Nomination and Governance Committee shall be facilitated by the Board Chair.

This Policy was last approved by the Board of Directors on January 24, 2025.