

RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

**DIGI POWER X INC.
(the “Corporation”)**

The undersigned being all of the directors of Digi Power X Inc. do hereby consent to in writing the following resolutions as of this 30th day of March, 2026.

AMENDING COMPENSATION COMMITTEE CHARTER

WHEREAS, the Board of Directors (the “Board”) of the Corporation previously adopted a Compensation Committee Charter (the “Charter”) governing the purpose, authority, and composition of the Compensation Committee of the Board (the “Compensation Committee”);

WHEREAS, the current Charter provides that the Compensation Committee shall be comprised of three (3) members of the Board;

WHEREAS, the Board has determined that it is in the best interests of the Corporation to amend the Charter to modify the required number of Compensation Committee members from three (3) to two (2);

CONFIRMING DIRECTOR INDEPENDENCE

WHEREAS, the Board has reviewed the independence of the members of the Board in accordance with the independence standards set forth in (i) Section 10.02 of the Cboe Canada Listing Manual, (ii) the Nasdaq Listing Rules, including Rule 5605(a)(2) relating to director independence, (iii) the applicable provisions of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), including Item 407(a)(1)(i) of Regulation S-K of the rules and regulations of the U.S. Securities and Exchange Commission, and (iv) the Corporation’s own Corporate Governance Guidelines and any other applicable securities laws and regulations;

WHEREAS, the Board has determined that each member of the Audit Committee of the Board is independent in accordance with the applicable provisions of the Exchange Act (including Rule 10A-3) and the Nasdaq Rules, including Rule 5605(c)(2)(A);

WHEREAS, the Board has determined that each member of the Compensation Committee is a “non-employee director” as defined by Rule 16b-3 under the Exchange Act and solely to the extent necessary for the purpose of administering any grandfathered awards, agreements or arrangements intended to be exempt from the \$1 million deductibility limitation under Section 162(m) of the U.S. Internal Revenue Code, is an “outside director” as defined by Section 162(m);

WHEREAS, the Board has considered all relevant facts and circumstances including any relationships, transactions, or affiliations that could reasonably be expected to affect the independent judgment of each director;

WHEREAS, based on this review and consideration, the Board has determined that each of the individuals listed below satisfies the applicable independence requirements and qualifies as an “independent director” under the Corporation’s governing independence standards and applicable

laws and regulations:

- Gerard Rotonda;
- Adam Rossman; and
- Ajay Gupta;

DESIGNATION OF SECTION 16 REPORTING PERSONS

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to identify and determine those persons who will be deemed “officers” and reporting insiders of the Corporation for purposes of Section 16 of the Exchange Act.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Board hereby approves and adopts an amendment to the Charter (the “Amended Charter”) to revise the required number of members serving on the Compensation Committee from three (3) members to two (2) members, and such members are Adam Rossman and Gerard Rotonda;
2. The Amended Charter, in the form presented to the Board, is hereby approved, and the appropriate officers of the Corporation are authorized and directed to update the Charter accordingly and to take all actions necessary or desirable to implement and give effect to this resolution;
3. The Board hereby determines, confirms, and declares that Gerard Rotonda, Adam Rossman and Ajay Gupta are independent directors under the applicable independence criteria and committee independence requirements;
4. The Board instructs the appropriate officers of the Corporation to record this determination in the Corporation’s corporate records and to make any disclosures required by applicable securities laws, listing standards, or corporate governance guidelines;
5. Any actions taken by any director or officer of the Corporation in connection with the review and determination of director independence are hereby ratified, approved, and confirmed in all respects; and
6. The Board hereby determines that each of Michel Amar, Alec Amar, Paul Ciullo and Jaganathan Jeyapaul are designated as “officers” of the Corporation under Rule 16a-1(f) of the Exchange Act and shall, therefore, be obligated to comply with all of the applicable reporting requirements set forth in Section 16(a) of the Exchange Act for so long as such individual is an “officer” of the Corporation under Rule 16a-1(f) of the Exchange Act.

GENERAL

1. Any and all actions heretofore taken or caused to be taken by any officer or director of the Corporation in connection with the transactions contemplated by the foregoing resolutions be and they are hereby ratified and approved in all respects;
2. Any director or officer of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver all documents and instruments and do all such acts and things as such director or officer may consider necessary or desirable to give effect to

the foregoing resolutions; and

3. These resolutions may be signed by the directors of the Corporation in as many counterparts as may be necessary, which counterparts may be delivered by email or otherwise and notwithstanding the respective dates of execution thereof, such counterparts together shall constitute one and the same instrument and be deemed to bear the date as set forth below.

The foregoing resolutions are hereby consented to by virtue of the directors of **DIGI POWER X INC.** signing below pursuant to the provisions of the *Business Corporations Act* (British Columbia).

DATED the 30th day of March, 2026



MICHEL AMAR



ALEC AMAR

Adam Rossman

ADAM ROSSMAN

Gerard Rotonda

GERARD ROTONDA

Ajay Gupta

AJAY GUPTA









DGXX - BOD Res Amending CC Charter, Confirm Director Independence, Designation of Sec 16 Reporting Persons - FINAL


Final Audit Report

2026-03-31


Created:	2026-03-30
By:	Daniella Poblador (dpoblador@dsacorp.ca)
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"DGXX - BOD Res Amending CC Charter, Confirm Director Independence, Designation of Sec 16 Reporting Persons - FINAL" History

-  Document created by Daniella Poblador (dpoblador@dsacorp.ca)
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-  Document emailed to Gerard Rotonda (jerryrotonda@icloud.com) for signature
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 Agreement completed.

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