DIGI POWER X INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the "**Committee**") of Digi Power X Inc. (the "**Company**") is to assist the Board of Directors (the "**Board**") in its oversight of (i) the integrity of the Company's financial statements and related disclosures; (ii) the qualifications, independence and performance of the Company's independent auditor; (iii) the Company's compliance with applicable legal and regulatory requirements relating to financial reporting, accounting and auditing matters; (iv) the Company's systems of disclosure controls and internal control over financial reporting; (v) the Company's procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and (vi) such other matters as are specifically delegated to the Committee by the Board. The Committee shall also prepare the report of the Committee required to be included in the Company's proxy statement or annual report, as applicable, in accordance with applicable law.

MEMBERSHIP

The Committee shall consist of at least three (3) members of the Board. Each member shall satisfy the independence and other eligibility requirements applicable to audit committee service under Nasdaq Rule 5605(c), Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), U.S. federal securities laws, including the rules and regulations of the U.S. Securities and Exchange Commission (the "**SEC**"), the rules of The Nasdaq Stock Market LLC ("**Nasdaq**"), the listing requirements of Cboe Canada ("**Cboe Canada**") and Canadian securities laws. No member of the Committee may be an executive officer or employee of the Company or any of its subsidiaries or accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than Board and committee fees and fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company that are not contingent in any way on continued service. No member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years.

Each member shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, at the time of appointment or within a reasonable period after appointment, as contemplated by Nasdaq Rule 5605(c)(2)(A). At least one (1) member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in financial sophistication within the meaning of Nasdaq Rule 5605(c)(2)(A). To the extent applicable and except as otherwise permitted by the exemption available to U.S.-listed issuers under National Instrument 52-110 – Audit Committees ("**NI 52-110**"), each member shall also be financially literate within the meaning of NI 52-110. The Company shall disclose whether at least one (1) member qualifies as an "audit committee financial expert" as defined in Item 407(d)(5) of

Regulation S-K, and a member who so qualifies is presumed to satisfy the Nasdaq financial sophistication requirement; such designation does not impose on that person any greater duties, obligations or liability than those imposed on other members of the Committee or the Board.

The members of the Committee shall be appointed and may be removed by the Board, in each case on the recommendation of the Governance and Nomination Committee, and shall serve until their successors are appointed or until their earlier resignation, removal or cessation of service as directors. On the recommendation of the Governance and Nomination Committee, the Board will appoint the Chair of the Committee and may fill any vacancy on the Committee. The Board may rely on the cure periods and exceptions available under Nasdaq Rule 5605(c), including the cure periods in Nasdaq Rule 5605(c)(4) and, if applicable, the limited exception in Nasdaq Rule 5605(c)(2)(B), only to the extent permitted by applicable law and Nasdaq.

If the Chair is not present at a meeting of the Committee, the members present shall select an alternative member of the Committee to act as chair of the meeting.

MEETINGS

The Committee shall meet at least quarterly and more frequently as circumstances require or as the Committee considers appropriate.

A majority of the members of the Committee shall constitute a quorum. Meetings of the Committee may be called by the Chair or any member of the Committee, and notice of the time and place of each meeting shall be given to each member in accordance with the Company's Notice of Articles and Articles (collectively, the "**Articles**") or otherwise by telephone, email or other electronic communication not less than twenty-four (24) hours before the meeting, unless such notice is waived.

Members of the Committee may participate in a meeting by conference telephone, video conference or other electronic means permitted by the Business Corporations Act (British Columbia) (the "**BCBCA**"), the Articles and applicable law, by means of which all participants can communicate adequately with each other. A resolution in writing signed by all members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Committee.

Minutes of each meeting of the Committee shall be kept with the books and records of the Company.

AUTHORITY AND RESOURCES

The Committee shall have sole authority, in its discretion and at the expense of the Company, to retain, oversee, compensate and terminate legal counsel, accounting and other advisors as it considers necessary or appropriate to carry out its duties, and the Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to the independent auditor, any such advisors and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

DUTIES AND RESPONSIBILITIES

Oversight of the Independent Auditor

(a) Be directly responsible for the appointment, compensation, retention, evaluation and oversight of the work of the independent auditor, including the resolution of disagreements between management and the independent auditor regarding financial reporting, and the independent auditor shall report directly to the Committee. The appointment of the independent auditor shall be submitted to the shareholders for ratification if and to the extent required by applicable law or as otherwise determined by the Committee.

(b) Pre-approve all audit services and all permitted non-audit services, including the fees, terms and conditions of those services, to be performed by the independent auditor. The Committee may delegate pre-approval authority to one or more independent members of the Committee, provided that any decision made pursuant to such delegation shall be presented to the full Committee at its next scheduled meeting.

(c) Evaluate the qualifications, performance and independence of the independent auditor, including reviewing the lead engagement partner and considering whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

(d) Obtain from the independent auditor, at least annually, a formal written statement delineating all relationships between the independent auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board, actively engage in a dialogue with the independent auditor regarding any disclosed relationships or services that may affect its objectivity and independence, and take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditor.

(e) Review and discuss with management and the independent auditor, prior to the annual audit, the scope, planning and staffing of the annual audit.

(f) Review and oversee the independent auditor's compliance with the lead audit partner rotation and other audit partner rotation requirements imposed by applicable law.

Financial Reporting and Disclosure

(a) Review and discuss with management and the independent auditor the Company's annual audited financial statements and related disclosures prior to the filing of the Company's annual report on Form 10-K and the public release of the related earnings release; based on the Committee's review and discussions (1) with management of the audited financial statements, (2) with the independent auditor of the matters required to be discussed by AS 1301, and (3) with the independent auditor concerning the independent auditor's independence, the Committee shall make a recommendation to the Board as to whether the Company's audited

financial statements should be included in the Company's annual report on Form 10-K.

(b) Review and discuss with management the Company's annual and quarterly disclosures in Management's Discussion and Analysis and related financial disclosures, including the disclosures to be included in the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, earnings releases, proxy statement and/or management information circular, as applicable.

(c) Review and discuss with management and the independent auditor management's assessment of the effectiveness of the Company's internal control over financial reporting required under Section 404(a) of the U.S. Sarbanes-Oxley Act of 2002 ("**SOX**") and, to the extent required, the independent auditor's attestation report under Section 404(b) of SOX.

(d) Review and discuss with management the Company's quarterly financial statements and related disclosures prior to the filing of the Company's quarterly reports on Form 10-Q (or the public release of the related earnings release).

(e) Review and discuss with management and the independent auditor significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including critical accounting policies and practices, significant estimates and judgments, alternative treatments of financial information within generally accepted accounting principles discussed with management, and other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

(f) Review and discuss with the independent auditor any critical audit matters required to be communicated in the auditor's report under PCAOB AS 3101, to the extent applicable.

(g) Review and discuss with management and the independent auditor any significant changes to the Company's accounting principles and practices suggested by the independent auditor, internal audit personnel, if any, or management.

(h) Review and discuss with management, before public release, the Company's earnings releases, including the use of non-GAAP financial measures.

(i) Review and discuss with the Company's Chief Executive Officer (the "**CEO**") and Chief Financial Officer (the "**CFO**") the procedures undertaken in connection with their certifications for the Company's annual report on Form 10-K, quarterly reports on Form 10-Q and other periodic reports filed under the Exchange Act and with applicable Canadian securities regulatory authorities.

(j) Review disclosures made by the CEO and the CFO during their certification process, including any significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process,

summarize and report financial data, any material weaknesses in internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the Company's internal controls.

(k) Review with the Company's external legal counsel any legal matters that could reasonably be expected to have a material impact on the Company's financial statements, operations, assets or compliance policies, and any material reports or inquiries received by the Company or any of its subsidiaries from regulators or governmental agencies.

(l) Review and approve the disclosures regarding the Committee and its members required by Item 407(d) of Regulation S-K, including the report required by Item 407(d)(3), whether at least one member qualifies as an audit committee financial expert under Item 407(d)(5) and, if not, the required explanation, and any corresponding disclosures required by applicable Canadian securities laws, for inclusion in the Company's annual report on Form 10-K, proxy statement and/or management information circular.

Risk Management, Compliance and Related Policies

(a) Review and discuss with management the Company's major financial risk exposures and the guidelines, policies and processes by which risk assessment and risk management are undertaken, including with respect to internal control over financial reporting, disclosure controls and procedures, and material cybersecurity developments, risks, threats and/or incidents as they relate to the Company's financial reporting and disclosure obligations.

Complaint Procedures and Related Policies

(a) Establish, oversee and periodically review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, including through the Company's Whistleblower Policy.

(b) Review with management and the independent auditor any material correspondence with regulators or governmental agencies, and any published reports, that raise material issues regarding the Company's financial statements, accounting policies or auditing matters.

(c) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified in this Charter or as may from time to time be delegated to the Committee by the Board.

(d) Review and approve related party transactions in accordance with the Company's Related Party Transaction Policy and periodically review the adequacy of that policy and recommend any proposed changes to the Board.

PROHIBITED NON-AUDIT SERVICES

The independent auditor shall not perform for the Company any non-audit service that is prohibited by the Exchange Act, U.S. federal securities laws, including the rules and regulations of the SEC, NI 52-110, the rules of the Public Company Accounting Oversight Board or other applicable independence requirements.

REPORTING TO THE BOARD

The Committee shall report periodically to the Board regarding the Committee's activities, findings, decisions and recommendations, including such matters as the Committee considers appropriate or as the Board may request.

PERIODIC CHARTER REVIEW AND PERFORMANCE EVALUATION

The Committee shall review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

LIMITATION OF COMMITTEE'S ROLE

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. For greater clarity, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.

Last reviewed on: November 2, 2026
Approved by: Board of Directors