DIGI POWER X INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of Digi Power X Inc. (the "**Company**") is to (i) review and approve corporate goals and objectives relevant to the Chief Executive Officer's ("**CEO**") compensation, evaluate the CEO's performance, and determine and approve the CEO's compensation; (ii) review, approve and determine remuneration, including compensation, incentive compensation and equity-based compensation, for the Company's other executive officers, as defined in Rule 3b-7 under the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"); (iii) prepare the Compensation Committee report to the extent required under Item 407(e)(5) of Regulation S-K and review the Compensation Discussion and Analysis if and when required under Item 402(b) of Regulation S-K, together with related executive compensation disclosures required under Items 402(m) through (r) of Regulation S-K, as scaled for a smaller reporting company and an emerging growth company, and pay ratio and pay-versus-performance disclosures under Items 402(u) and 402(v) of Regulation S-K, as applicable, for inclusion in the Company's annual combined proxy statement and management information circular filed with the U.S. Securities and Exchange Commission (the "**SEC**") and applicable Canadian securities regulatory authorities, including the Statement of Executive Compensation disclosure required by Form 51-102F6, as applicable (the "**Annual Meeting Materials**"); (iv) administer the Company's equity-based compensation plans in accordance with the applicable equity plan; and (v) have such other powers and perform such other duties as the board of directors of the Company (the "**Board**") may from time to time delegate to it.

The Committee shall have the authority to undertake the specific duties and responsibilities described herein and such other duties as are assigned by applicable law, the Company's Notice of Articles and Articles (together, the "**Articles**") or the Board.

MEMBERSHIP

The Committee shall consist of at least two (2) independent members of the Board, the exact number to be determined from time to time by resolution of the Board. The members shall be appointed by action of the Board, in each case on the recommendation of the Governance and Nomination Committee, and shall serve at the discretion of the Board and for such terms as the Board shall determine. On the recommendation of the Governance and Nomination Committee, the Board will appoint the Chair of the Committee (the "**Chair**") and may fill any vacancy on the Committee.

Each Committee member shall satisfy the applicable independence requirements of U.S. securities laws, including rules and regulations adopted by the SEC thereunder (subject to the exemption for smaller reporting companies from the compensation committee independence requirements of Rule 10C-1 under the Exchange Act), the Nasdaq Stock Market LLC ("**Nasdaq**"), including Listing Rule 5605(d)(2), Cboe Canada, and Canadian securities laws, in each case subject to any exemption available to the Company as a smaller reporting company under Nasdaq Listing Rule

5605(d)(5). In addition, it is expected that each Committee member will be a "Non-Employee Director" as defined in Rule 16b-3 under the Exchange Act.

In determining whether a director is eligible to serve on the Committee, the Board shall consider all factors relevant to whether the director has a relationship with the Company that is material to the director's ability to be independent from management in connection with the duties of a Committee member, including the source of the director's compensation (including any consulting, advisory or other compensatory fee paid by the Company or its subsidiaries) and whether the director is affiliated with the Company, a subsidiary or an affiliate of a subsidiary, in each case to the extent required by Nasdaq Listing Rule 5605(d)(2).

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee, to the extent it deems necessary or appropriate, shall:

1. in consultation with the Company's executive officers, establish and review the general compensation and benefits objectives, philosophies, policies and practices of the Company and its subsidiaries, including those with respect to incentive compensation plans and equity-based plans;

2. oversee the administration of such policies, plans and programs, including the ability to adopt, amend and terminate such plans, in each case subject to the applicable equity plan, the Business Corporations Act (British Columbia) (the "BCBCA"), the Articles, applicable plan documents, U.S. federal securities laws, including the rules and regulations of the SEC, and applicable Canadian securities laws, and any shareholder approval requirements under the applicable rules of Nasdaq and Cboe Canada;

   The Committee or the Board, as applicable, will approve equity awards and may delegate authority to the extent permitted by the BCBCA, the Articles and the applicable equity plan, but not with respect to directors or officers subject to Section 16 of the Exchange Act. The exercise price of stock options or similar awards will be no less than the closing price of the Company's common shares on Nasdaq on the grant date and will comply with Cboe Canada requirements. The Committee will oversee the timing of grants of stock options and similar option-like awards in relation to the disclosure of material nonpublic information. The Committee will not grant such awards in anticipation of the release of material nonpublic information, and the Company will not time the release of material nonpublic information for the purpose of affecting the value of executive compensation. Where practicable, the Committee will grant equity awards during an open trading window under the Company's Insider Trading Policy, and will not grant any stock option to an executive officer within four business days before or one business day

after the filing of a Form 10-Q, Form 10-K, or a Form 8-K that discloses material nonpublic information.

3. review and approve contractual employment and compensation arrangements, including severance agreements, retirement arrangements and benefits to be provided in connection with a change in control, for the CEO, the President and the Company's other executive officers and other persons whose compensation the CEO requests the Committee to review and approve;

4. review and approve corporate goals and objectives relevant to the CEO's compensation package, evaluate the CEO's performance in light of those goals and objectives and based on this evaluation, as well as the Company's performance, determine the CEO's compensation level, including base salary and annual and long-term incentive compensation, as well as perquisites; provided that, in evaluating and determining CEO compensation, and as applicable, the Committee shall consider the results of the most recent advisory vote of the shareholders on executive compensation ("**Say-on-Pay Vote**"), if and when required under Section 14A of the Exchange Act;

5. review and set the base salary and annual and long-term incentive compensation of the President, the Company's other executive officers and any other persons whose compensation the CEO requests the Committee to review and approve, in light of the goals and objectives of the Company's executive compensation structure; provided that, in evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say-on-Pay Vote, if and when required under Section 14A of the Exchange Act;

6. review and discuss with management the Compensation Discussion and Analysis, if and when required under Item 402(b) of Regulation S-K, and related executive compensation disclosures required under Items 402(m) through (r) of Regulation S-K, as scaled for a smaller reporting company and an emerging growth company, and pay ratio and pay-versus-performance disclosures under Items 402(u) and 402(v) of Regulation S-K, as applicable, and recommend to the Board whether those disclosures should be included in the Company's annual report on Form 10-K and/or Annual Meeting Materials;

7. prepare or oversee the preparation and review of the Compensation Committee report, to the extent required under Item 407(e)(5) of Regulation S-K, and the Statement of Executive Compensation disclosure required by Form 51-102F6, as applicable, for inclusion in the Company's Annual Meeting Materials in accordance with the rules and regulations of the SEC and applicable Canadian securities regulatory authorities;

8. to the extent required by Item 402(s) of Regulation S-K, review the Company's compensation policies and practices to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company;

9. review and recommend, as applicable, to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the most recent advisory vote of the shareholders on the frequency of Say-on-Pay Votes, and review and approve, as applicable, the proposals regarding the Say-on-Pay Vote, the frequency of the Say-on-Pay Vote and any shareholder vote on golden parachute compensation arrangements, in each case if and when required under Section 14A of the Exchange Act;

10. review and recommend to the Board the forms and amounts of compensation for non-employee directors; and

11. administer and oversee the Company's Clawback Policy in accordance with Rule 10D-1 under the Exchange Act and Nasdaq Listing Rule 5608.

OUTSIDE ADVISERS

The Committee has the authority to retain and receive appropriate funding, as determined by the Committee and at the Company's expense, for independent counsel and other advisers as it determines necessary or appropriate to carry out its duties and for ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

The Committee shall have sole authority to retain, terminate and oversee any compensation consultant, independent legal counsel or other adviser to the Committee, and to approve the fees and retention terms of any such adviser, at the Company's expense. The Committee shall not be required to implement or act consistently with the advice or recommendation of its compensation consultant or other adviser to the Committee.

MEETINGS

The Committee shall meet at such times as it determines necessary or appropriate to carry out its responsibilities.

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 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 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.

The CEO may not be present during voting or deliberations on his or her compensation.

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.

Adopted by the Board of Directors on: November 2, 2026