DIGI POWER X INC.

AMENDED AND RESTATED GOVERNANCE AND NOMINATION COMMITTEE CHARTER

PURPOSE

The purpose of the Governance and Nomination Committee (the "**Committee**") of Digi Power X Inc. (the "**Company**") is to (i) develop corporate governance policies and principles for the Company, (ii) identify individuals qualified to be nominated as members of the Board of Directors of the Company (the "**Board**"), (iii) make recommendations to the Board regarding the composition of the Board committees, (iv) assist the Board in its oversight of succession planning for the Chief Executive Officer ("**CEO**") and other executive officers, and (v) coordinate periodic evaluations of the Board, its committees and individual directors with the Lead Independent Director (if any) in accordance with the Corporate Governance Guidelines.

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

SPECIFIED DUTIES

1. The Committee shall be responsible for:

   (1) making recommendations to the Board regarding candidates for election to, and the size and composition of, the Board;

   (2) establishing procedures for the consideration of director candidates recommended or validly nominated by shareholders in accordance with the advance notice requirements of the Articles and any applicable advance notice policy, the Business Corporations Act (British Columbia) ("**BCBCA**"), Item 407(c) of Regulation S-K and other applicable 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**") (including Nasdaq Rule 5605(e)) and Cboe Canada, and applicable Canadian corporate and securities laws;

   (3) developing and recommending to the Board criteria to identify and evaluate prospective candidates for the Board;

   (4) establishing and administering a periodic assessment procedure relating to the performance of the Board as a whole, its committees and individual directors, in coordination with the Lead Independent Director (if any) and consistent with the Corporate Governance Guidelines;

   (5) periodically reviewing the composition of each committee and presenting recommendations for committee memberships to the Board as needed;

(6) developing and recommending to the Board the Corporate Governance Guidelines and other corporate governance policies, periodically reviewing them and recommending to the Board any changes;

(7) overseeing the Company's Code of Business Conduct and Ethics, including reviewing requests for waivers by directors and executive officers for recommendation to the Board;

(8) overseeing director orientation and continuing education;

(9) reviewing director independence annually and making recommendations to the Board;

(10) assisting the Board in its oversight of succession planning for the CEO and other executive officers; and

(11) performing such other duties as may be delegated to the Committee by the Board from time to time.

2. In connection with the process of selecting and nominating candidates for election to the Board, the Committee shall consider the experience, skills and other qualities of candidates, taking into account the current Board members and the needs of the Company and the Board, including the independence, financial expertise and other requirements of U.S. securities laws, including rules and regulations adopted by the SEC, the rules of Nasdaq and Cboe Canada, and applicable Canadian securities laws.

MEMBERSHIP

The Committee shall consist of at least two independent members of the Board and shall be composed solely of independent directors, unless the Board elects to use the alternative process permitted by Nasdaq Rule 5605(e), in which case director nominees shall be selected or recommended to the Board by a majority of the Board's independent directors in a vote in which only independent directors participate. The members shall be appointed by action of the Board and shall serve at the discretion of the Board and for such terms as the Board shall determine. Each Committee member shall satisfy the applicable independence requirements of U.S. securities laws, including rules and regulations adopted by the SEC, the rules of Nasdaq and Cboe Canada, and applicable Canadian securities laws, including National Instrument 58-101. On the recommendation of the Committee, the Board will appoint the Chair of the Committee (the "**Chair**") and may fill any vacancy on 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.

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.

Last reviewed on: June 20, 2022 and most recently on November 2, 2026
Approved by: Board of Directors