GENERAL FUSION GROUP LTD.
HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

PURPOSE

The Human Resources and Compensation Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of General Fusion Group Ltd. (the "**Company**") (1) to consider and recommend annually or as required for approval by the independent directors of the Board, all forms of compensation of the Company's directors, Chief Executive Officer (the "**CEO**") and other executive officers who report to the CEO (collectively, the "**Executive Officers**"); and (2) to oversee and recommend for approval by the Board the executive compensation principles, policies, programs, grants of equity-based incentives and processes based on the principle that the Company's executive compensation should be designed to (i) attract, retain, motivate and reward management for their performance and contribution to the Company's long-term success, and (ii) focus management on the key business and financial objectives and the long-term interests of the Company.

COMMITTEE MEMBERSHIP

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than two members. All members of the Committee shall meet the independence requirements of the Nasdaq Stock Market LLC ("**Nasdaq**") Listing Rule 5605(a)(2) or such other applicable Nasdaq rule, National Policy 58-201 – *Corporate Governance Guidelines* and any other applicable laws or regulations. At least two members of the Committee also shall qualify as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the rules and regulations thereunder.

The members of the Committee shall be appointed annually by the Board and will serve at the Board's discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chair (the "**Committee Chair**").

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities but shall meet at least two times per year. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of the Committee members as the acting chair of such meeting.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

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

1. When appropriate and at least on an annual basis, review and make recommendations to the Board with respect to the Company's compensation philosophy, policies, practices and guidelines to ensure they remain current, competitive and consistent with the Company's overall goals.

2. Review for recommendation to the Board base salaries, incentive opportunities and all other compensation of select Executive Officers, as determined by the Committee in its sole discretion, including: (a) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and severance protection plans and change-in-control provisions affecting any elements of

compensation, benefits and perquisites; and (d) any special or supplemental compensation and benefits, including supplemental retirement benefits and the perquisites provided to them during and after employment and, in each case, material changes thereto.

3. Periodically review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to CEO compensation (including salary, incentive compensation and equity-based compensation) based on this evaluation, as well as make recommendations to the Board with respect to any employment, severance or change-of-control agreements for the CEO, provided, however, that the CEO may not be present during voting or deliberations regarding the CEO's compensation.

4. Periodically review and revise a peer group of companies against which to assess the Company's compensation programs and practices to ensure that they are competitive and supportive of the Company's strategy and objectives.

5. Review and discuss any executive compensation disclosure included in the Company's management proxy circular, annual report or any public disclosure documents before the Company publicly discloses any such disclosure.

6. Oversee the Company's compliance with rules and regulations regarding shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, to the extent required, and the requirement under Nasdaq rules and any other applicable laws or regulations that, with limited exceptions, shareholders approve equity compensation plans.

7. Annually review, monitor, report, and, where appropriate, provide recommendations to the Board on the Company's exposure to risks related to its compensation and benefits policies and practices, and identify compensation and benefits policies and practices that mitigate any such risks.

8. Adopt, oversee and administer any share ownership guidelines, share retention policies, compensation recovery policies or other compensation risk mitigation policies applicable to the Executive Officers, with authority to amend any such guidelines or policies, and oversee the Company's compliance with related SEC rules and exchange listing requirements related to the Company's compensation recovery policies.

9. Establish and oversee policies and guidelines with respect to the timing of equity grants and monitor compliance with such policies and guidelines.

10. Review and make recommendations to the Board with respect to the adequacy and form of compensation and benefits of the Company's directors in their capacity as directors, the Company's Science and Technology Advisory Council members and other strategic advisors (including Board and committee retainers, meeting and committee fees, incentive compensation, and equity-based compensation), so as to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director of the Company

11. Review and make recommendations to the Board with respect to the adoption, amendment and termination of the Company's incentive and equity-based compensation plans, and oversee the administration of such plans.

12. Review management's recommendations for and if appropriate: (a) approve ordinary course grants of stock options, deferred share units or other securities to employees of the Company (other than Executive

Officers); and (b) recommend to the Board for approval all grants of other stock options, deferred share units or other securities.

13. Provide strategic oversight of the Company's organizational development, culture, and organizational design as they relate to executive leadership effectiveness and alignment with the Company's values, purpose, and long-term strategy.

14. Oversee succession planning for the CEO and other Executive Officers (including upon retirement and in the event of an unexpected occurrence).

15. Provide strategic oversight of the Company's human resources policies, plans, and practices as they relate to the Company's long-term business strategy, including workforce planning, retention, workforce inclusion, and leadership development.

16. Review and advise the Board with respect to compliance with key human resources policies applicable to Executive Officers, including policies relating to workplace conduct, respect in the workplace, occupational health and safety and employee well-being, and receive reports from management regarding material compliance issues, risks and trends.

17. Review and advise the Board on management's approach to executive and senior leadership training and development, including leadership capability-building and management development initiatives.

OUTSIDE CONSULTANTS OR ADVISORS

The Committee, when it considers it necessary or advisable, may, in its sole discretion, retain or obtain the advice of, at the Company's expense, compensation consultants, independent legal counsel or other advisors (each, an "**Advisor**") to assist or advise the Committee independently on any matter within its mandate. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee, including the sole authority to retain and terminate such Advisor. The Committee will have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding provided by the Company and in such amount as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

Prior to any engagement or receipt of advice from, an Advisor (other than in-house legal counsel or any Advisor whose role is limited to activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K), the Committee shall take into account the independence of such Advisor as required pursuant to Nasdaq Listing Rule 5605(d)(3) and Rule 10C-1(b)(4) under the Exchange Act.

The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K, if applicable.

THIS CHARTER

The Committee shall review and reassess the adequacy of this Charter on an annual basis or as required and recommend any proposed changes to the Board for approval.

Approved: July 10, 2026.