



COMPENSATION COMMITTEE CHARTER

Adopted by the Board of Directors on April 30, 2024, and as amended and restated on October 9, 2024

MANDATE

The Compensation Committee (the “**Committee**”) has been established by the Board of Directors (the “**Board**”) of Pulsar Helium Inc. (the “**Company**”) to assist the Board with ensuring that the Company has a compensation plan that is both motivational and competitive for executive officers and other members of senior management (collectively “**Executive Management**”) so that it will attract, hold and inspire performance of Executive Management of a quality and nature that will enhance the sustainable, profitability and growth of the Company.

COMPOSITION

1. The Committee shall be composed of not fewer than three (3) Directors and not more than five (5) Directors, the majority of whom shall be “independent” (within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended or replaced from time to time, and any applicable stock exchange rules (including the AIM Rules for Companies published by the London Stock Exchange plc)).
2. The Committee members shall be appointed by the Board annually upon the recommendation of the Company’s corporate governance and nomination committee (“**Corporate Governance and Nomination Committee**”) and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required. The Board shall, upon the recommendation of the Corporate Governance and Nomination Committee, appoint a chair (the “**Chair**”) from among the Committee members who, where possible, shall be an independent director. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.
3. Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chair from among their number. The Chair, where possible, shall be an independent director.
4. The secretary of the Committee shall be the Corporate Secretary of the Company, unless otherwise determined by the Committee.

DUTIES AND RESPONSIBILITIES

1. The Committee shall review and recommend the compensation philosophy and guidelines for the Company. This shall include:
 - a) reviewing the compensation philosophy and guidelines for Executive Management, and recommending the same to the Board for its

PULSAR HELIUM INC.
Compensation Committee Charter

consideration and approval;

- b) establishing the appropriate methodology to determine compensation and the compensation amounts being cash, non-cash and/or equity related for the Company's Executive Management;
- c) considering the implications of the potential risks associated with the Company's compensation policies and programs; and
- d) reviewing and recommending to the Board for its approval the disclosure required in any management information circular of the Company in respect of meetings of the shareholders of the Company related to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies and to review and finalize the report on executive compensation required in any management information circular of the Company, including the Report on Executive Compensation, Employment Agreements, Stock Option Plans, and Options granted during the most recently completed financial year, and any other compensation arrangements.

2. CEO Evaluation and Compensation

The Committee shall lead the annual CEO review/evaluation process and recommend CEO compensation to the Board for approval and report the results of the process to the Board. In doing so, the Committee shall review and approve corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) the CEO's compensation level based on this evaluation. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

3. The Committee shall, in consultation with the CEO, review the CEO's assessment of Non-CEO Executive Management and fix the compensation of each member of Executive Management for recommendation to the Board for approval.

4. The Committee shall, in consultation with the CEO, review and make recommendations to the Board for its approval:

- a) all matters concerning incentive awards, compensation performance targets, perquisites and other remuneration matters with respect to Executive Management;
- b) benefit plans applicable to Executive Management including levels and types of benefits; and
- c) any stock option plan, restricted share plan, performance share plan or other similar equity-based plan and the granting/awarding of any amounts under such plans.

PULSAR HELIUM INC.
Compensation Committee Charter

5. The Committee shall review and recommend for approval any agreements providing for the payment of benefits following a change of control of the Company or severance of Executive Management following a termination of employment.
6. The Committee shall annually review the Directors' compensation philosophy and make any recommendations to the Board for approval.
7. The Committee shall report to the Board on executive compensation.
8. The Committee shall also have such other powers and duties as delegated to it by the Board.
9. In fulfilling the responsibilities and duties above, all members of the Committee must resist inappropriate demands from Executive Management and commit sufficient time to their role to develop the necessary skills and knowledge (including, for example, current market practice, taxation and legal requirements).

MEETINGS

1. A majority of members of the Committee shall constitute a quorum for meetings of the Committee, present in person or via telephone or via other telecommunication device that permits all persons participating in the meeting to speak and hear one another.
2. At or prior to the commencement of each Committee meeting, each member of the Committee shall disclose to the Committee any personal, financial or other interest (other than as a shareholder) in any matter to be decided by the Committee or any potential conflict of interest.
3. The Committee will make every effort to meet at least one time each fiscal year, on such dates as may be determined by the Committee, and shall conduct additional meetings as required from time to time. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.
4. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present, or by a unanimous written consent.
5. Members of the Committee shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by all members of the Committee.

RESOURCES AND AUTHORITY

The Committee has the authority to:

1. form and delegate all or a portion of its duties and authority to subcommittees or individuals when appropriate;

PULSAR HELIUM INC.
Compensation Committee Charter

2. communicate directly with officers and employees of the Company in seeking such information respecting the Company as it considers necessary or advisable in order to perform its duties and responsibilities;
3. engage and direct independent compensation consultants, independent counsel and other advisers as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other adviser to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. In selecting a compensation consultant, legal counsel or other adviser, the Committee must take into consideration all relevant factors, including any conflict of interest in accordance with applicable securities law; and
4. act by unanimous written consent of its members. A resolution approved in writing by the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

The Committee shall also have such other powers and duties as delegated to it by the Board.

ACCOUNTABILITY

1. The Committee Chair has the responsibility to report to the Board, as requested, on compensation and benefit matters relative to the Company.
2. The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
3. The Chair shall seek engagement with the Company's shareholders on significant matters related to the Committee's areas of responsibility, including making themselves available at each annual general meeting of the Company to answer relevant questions, including but not limited to questions on the annual remuneration report / statement of executive compensation and about remuneration more generally.
4. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.
5. The Committee shall conduct an annual evaluation of the performance of its duties under

PULSAR HELIUM INC.
Compensation Committee Charter

this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.