

PYROGENESIS CANADA INC.

STRATEGIC INITIATIVES COMMITTEE CHARTER

The Strategic Initiatives Committee (the “Committee”) is a standing committee appointed by the board of directors (“Board”) of PyroGenesis Canada, Inc. (the “Company”). The Committee shall assist the Board by providing input to strategic decisions and their implementation. The Board recognizes that it is the responsibility of management to develop the Company’s strategic initiatives/plans and implement such plans.

PROCEDURES

1. *Number of Members* – The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three (3) Board members.
2. *Quorum* – The quorum of the Committee shall be at least two (2) members.
3. *Composition* – The Committee will have an appropriate representation of directors. The composition of the Committee shall comply with the rules and regulations of the stock exchange on which the shares of the Company are listed. The Chairman of the Board may, at his/her discretion, attend meetings as an ex-officio member. An ex-officio member shall be vested with all of the rights and powers of appointed members.

Committee Chair – Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Committee Chair shall be responsible for leadership of the Committee, including preparing the agenda in consultation with other Committee members and members of management, presiding over the meetings, making Committee assignments and reporting to the Board following each meeting and as otherwise necessary or appropriate. If the Committee Chair is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting. The Committee will report through the Committee Chair to the Board and the Chairman of the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

Either the Corporate Secretary of the Board or a committee member will be appointed for each meeting to keep the minutes of the discussion. They shall ensure that minutes of meetings are prepared for distribution to Committee Members and the Chairman of the Board.

4. *Appointment and Replacement of Committee Members* – Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointing another qualified director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three (3) directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of the Committee’s powers as long as a quorum remains.

5. *Conflicts of Interest* – If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, that member shall be responsible for alerting the

Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee Chair shall advise the Chair of the Board. If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not participate in consideration of the matter and shall not vote on the matter.

6. *Meetings* – The Committee shall meet regularly and as often as it deems necessary to perform the duties described herein in a timely manner, but not less than four (4) times a year. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. Meeting discussions may take place face to face, by teleconference or through a reciprocal interchange of emails. The agenda for each meeting will be established by the Chair with input from members of the Committee and/or the Chair of the Board.

7. *Time and Place of Meetings* – The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.

8. *Decisions* – Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.

9. *Notice* – Notice of each meeting of the Committee shall be given to each member of the Committee. Subject to the following, notice of a meeting shall be given orally or by letter, electronic mail, telephone facsimile transmission or telephone not less than 48 hours before the time fixed for the meeting. Notice of regular meetings need state only the day of the week or month, the place and the hour at which such meetings will occur.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. Discuss important industry and company developments as presented by Management or Committee Members. Address projects identified by the Chairman of the Board, Board of Directors or at the request of senior management. Analyze and discuss strategic market trends, market opportunities, risks and potential competitors.
2. Support management in planning, preparing and implementing the corporate and operational strategy and strategic decisions.
3. Assist management with identifying key issues, options and external developments impacting the Company's strategy.
4. Review and assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

GENERAL

If the committee or Chairman of the Board believe that the committee no longer provides value to the Board or management, the committee can be dissolved by resolution of the Board of Directors.

COMMITTEE RESOURCES

With the approval of the Board of Directors, this Committee can engage assistance from internal or external advisors, as necessary, to achieve required deliverables.

AMENDMENTS

This Charter may be amended from time to time by the Board, and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.

Effective as of March 29, 2023