

NEXTECH AR SOLUTIONS CORP.

Compensation Committee Charter

1. Constitution

There shall be a committee of the board of directors (the “**Board**”) of NexTech AR Solutions Corp. (the “**Company**”), to be known as the Compensation Committee (the “**Committee**”).

2. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight role relating to human resource strategy, policies and programs, and all matters relating to the proper utilization of human resources within the Company, with special focus on management succession, development and compensation. The Committee shall prepare or receive reports and make recommendations to the Board on matters that include:

- (a) compensation of the Company’s senior management;
- (b) stock options granting procedures;
- (c) employee benefits;
- (d) employee pension plans;
- (e) directors’ compensation; and
- (f) such other matters as may be determined by the Board.

3. Membership

The Committee shall consist of two or more members of the Board, and to the extent possible and if practicable the majority of whom, the Board have determined, has no material relationship with the Company and each of whom is otherwise “independent” as defined by National Instrument 52-110 *Audit Committees*.

The members of the Committee shall be appointed or reappointed at a meeting of the Board to be held immediately following the annual general meeting of shareholders (the “**AGM**”), and in the normal course of business will serve until the close of the subsequent meeting of shareholders. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.

The Board or, in the event of the Board’s failure to do so, the members of the Committee, shall appoint or reappoint, at the meeting of the Board immediately following the AGM, a chairman among their number. The chairman to the extent possible, shall not be a former officer of the Company and shall serve as a liaison between the Committee and Management.

4. Operations

Meetings of the Committee shall be held at least once annually, provided that due notice is given and a quorum of a majority of the members is present. Where a meeting is not possible, resolutions in writing which are signed by all members of the Committee are as valid as if they had been passed at a duly held

meeting. The frequency and nature of the meeting agendas are dependent upon business matters and affairs which the Company faces from time to time.

In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting. The Chief Executive Officer of the Company shall not be present during voting or deliberations on his or her compensation during any meeting of the Committee.

The Committee shall report to the Board on its activities after each of its meetings. In addition, it shall review and assess the adequacy of this charter annually and, where necessary, recommend changes to the Board for approval. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee.

5. Specific Duties

- (a) the Committee shall review and make recommendations to the Board at least annually regarding the following:
- (b) the appointment, performance, succession and remuneration of executive officers;
- (c) the Company's succession and leadership plans at the executive officer level;
- (d) corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluation of the performance of the CEO in light of those goals and objectives, and the CEO's compensation level based on this evaluation;
- (e) remuneration and compensation policies, including short and long-term incentive compensation plans, such as stock option and share bonus grants in order to support the Company's overall business objectives, attract and retain key executives and provide appropriate compensation at a reasonable cost;
- (f) the granting of stock options to directors, officers and other key employees and consultants of the Company;
- (g) all other remuneration matters, including severance or similar termination payments proposed to be made to any current or former member of senior management of the Company;
- (h) in consultation with management, ensure that the Company's disclosure with respect to executive compensation matters is full, true and complete, prior to its public release; and
- (i) prepare and issue the reports required under "Committee Reports".

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

6. Committee Reports

The Committee shall produce a summary of the actions taken at each Committee meeting or a report of resolutions approved, which shall be presented to the Board at the subsequent Board meeting.

7. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including retaining and compensating such independent advisors as it may deem necessary or advisable to fulfill its duties, without seeking approval of the Board or management. The expenses related to such engagement shall be funded by the Company.

With respect to compensation consultants retained to assist in the evaluation of director, or senior management compensation, this authority shall be vested solely in the Committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any common shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

8. Access to Information

In the performance of any of its duties and responsibilities, the Committee shall have access to any and all books and records of the Company necessary for the execution to the Committee's obligations and shall discuss with the Chief Executive Officer such records and other matters considered appropriate.

Adopted by the Board of Directors of NexTech AR Solutions Corp. on [], 2023.