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COMPENSATION & CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Purposes and Objectives

The Compensation & Corporate Governance Committee (the " **Committee**") is a committee of the board of directors (the "**Board**") of Apex Critical Metals Corp. (the "**Company**") to which the Board has delegated certain responsibilities relating to compensation and governance. The Committee will also prepare reports and review disclosure, if and when required, for inclusion in the Company's disclosure documents. In this Charter, the Company and all entities controlled by the Company are collectively referred to as "Apex".

The key objectives of the Committee are to:

(a) assist the Board in reviewing compensation of the Chief Executive Officer (the "**CEO**"), Chief Financial Officer and other senior officers of the Company, (collectively, the "**Executives**");

(b) assist the Board in fulfilling its oversight responsibilities (especially for accountability) in respect of the Company's compensation programs, including, Executive compensation, and related matters, including assisting the Board to identify, assess and manage the implications of the risks associated with the Company's compensation policies and practices;

(c) identify and discuss with the Board succession and resource planning risks facing the Company and identify ways in which any such risks may be mitigated, including ensuring that Executive compensation is adequate to attract, motivate and retain competent executive personnel;

(d) ensure that Executive compensation is directly and materially related to operating performance and is aligned with the short-term and long-term objectives of the Company and its shareholders;

(e) nominate qualified individuals to the Board; and

(f) oversee governance matters.

2. Membership

2.1 The Board will appoint members of the Committee by resolution. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by a resolution of the Board or he or she otherwise ceases to be a director of the Company.

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2.2 The Committee must be composed of no fewer than two (2) members of the Board, each of whom must be independent pursuant to the rules and regulations of all applicable stock exchanges and Canadian securities laws and regulations. In determining who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a committee member, including, but not limited to: (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. The Board will fill any vacancy in the event the Committee has fewer than two (2) members and may remove members by resolution. On an annual basis, the Board shall make an affirmative determination of the independence of each member of the Committee.

2.3. The Board will select the Chair of the Committee from amongst its members. Each member shall have the skills and experience which are relevant to the mandate of the Committee.

3. Functions & Responsibilities

3.1 Director Compensation

The Committee will:

(a) periodically review and make recommendations to the Board regarding annual retainer and fees for the directors and committee members (directors who are employees of the Company will not be compensated for their services as directors) to ensure that the compensation of directors realistically reflects the responsibilities and risks involved in being an effective director; and

(b) propose the terms and awards of equity compensation for directors.

3.2 Oversight of Compensation Programs

The Committee will:

(a) make recommendations to the Board as to the Company's general compensation philosophy and oversee the development and administration of compensation programs;

(b) periodically review the selection of companies used to benchmark Executive and director compensation;

(c) oversee the Board's evaluation of management;

(d) consider and recommend to the Board:

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(i) bonus and incentive plans applicable to the Executives and directors; and

(ii) subject to approval of shareholders and any required regulatory approval, all new incentive-compensation and equity-based compensation plans;

(e) oversee equity award grant practices;

(f) assess the effectiveness and appropriateness of all compensation plans on an ongoing basis, including by identifying and assessing the implications of the risks associated with the Company's compensation policies and practices and recommending policies and procedures to manage such risks in support of the Company's enterprise risk management plan; and

(g) ensure that compensation plans are administered in accordance with applicable laws, stock exchange policies and compensation objectives.

3.3 Executive Performance and Compensation

The Committee will:

(a) periodically review the Company's compensation strategy to ensure that management is rewarded appropriately and that the Company's executive compensation program is related to the Company's financial performance as well as the performance of individual executives;

(b) identify and assess the risks associated with the Company's executive compensation policies and practices and recommend policies and procedures to manage such risks;

(c) identify and assess compensation policies and practices that could encourage an executive officer to take inappropriate or excessive risks;

(d) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of these corporate goals and objectives and make recommendations to the board with respect to the CEO’s compensation based on this evaluation;

(e) review appropriate criteria for establishing corporate objectives and executive performance targets;

(f) determine appropriate levels of executive compensation by periodically conducting a thorough competitive evaluation, reviewing proprietary and publicly available information, and if determined to be beneficial by the Committee, consulting with and receiving advice from an independent executive compensation consulting firm;

(g) based on the foregoing, determine and approve, the compensation of the CEO, including, without limitation, each of the individual elements of total

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compensation for the CEO having reference to the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given in past years;

(h) periodically review employment agreements, severance arrangements and change of control agreements and provisions relating to the Executives;

(i) review annually and recommend to the Board for approval the individual elements of total compensation for Executives other than the CEO;

(j) prepare a report on the factors and criteria on which Executive compensation was based, including the relationship of the Company's performance to compensation;

(k) periodically review the Company's policy on share ownership guidelines and the compliance of both Executives and directors in relation thereto; and

(l) if applicable, approve the Committee's annual report on executive compensation for inclusion in the Company's annual filings, in accordance with applicable rules and regulations, and review and approve, prior to publication, the compensation disclosure of the proxy statement and/or management information circular.

3.4 Nomination & Governance Matters

The responsibilities and duties of the Committee regarding nomination and governance matters include:

(a) annually reviewing this Charter and charters of other committees of the Board and making recommendations for any changes to the Board;

(b) annually reviewing the size, composition and qualifications of the Board, committees of the Board, including assessment and determination of desired skills and expertise, and ensuring that an appropriate number of independent, non-executive directors sit on the Board and its committees;

(c) annually overseeing the process and procedures for the evaluation of the effectiveness of the Board as a whole, the committees of the Board (including the Committee) and the contribution of individual directors;

(d) annually reviewing and approving the annual disclosure of the Company’s corporate governance practices in compliance with the requirements of the Canadian Securities Administrators and any other applicable regulatory authorities;

(e) managing Board, Board Chair and Chief Executive Officer succession planning;

(f) identifying and recommending possible nominees for the Board (and, where appropriate, recommending that a candidate not be nominated or that a director not be renominated to the Board);

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(g) recommending appropriate criteria for selection of new directors, including the desired skills, expertise and other qualities including independence and diversity;

(h) recommending the nominees for the Board for election by shareholders;

(i) establishing orientation and education programs for directors;

(j) making recommendations to the Board, as necessary, regarding the establishment of new Board committees, including ad hoc committees;

(k) recommending membership, leadership and delegation of authority for committees of the Board;

(l) developing and recommending governance principles, policies, and practices for adoption by the Board;

(m) annually assessing the quality of the Company's governance principles, policies, and practices and making recommendations for any changes to those principles, policies and practices;

(n) satisfying itself as to the integrity of the Chief Executive Officer and other senior executive officers and that such senior executive officers and the Board create a culture of integrity throughout the organization;

(o) reviewing all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board), reviewing the timeliness of any such proposal, and recommending to the Board appropriate action on any such proposal;

(p) performing such other functions as are assigned by law and/or by the Board; and

(q) forming and delegating authority to subcommittees, when appropriate.

3.5 Additional Duties and Responsibilities

The Committee will also:

(r) review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval;

(s) facilitate information sharing with other committees as required to address matters of mutual interest or concern in respect of the Company's compensation matters;

(t) conduct an assessment of succession and resource planning risks facing the Company and identify ways to mitigate any such risks, including reporting and making recommendations to the Board for consideration with respect to, the overall main human resource policies, trends and organizational issues, including in respect of recruitment, performance, management, compensation, benefit

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programs, resignations/terminations, training and development of management in relation to succession planning and organizational planning and design;

(u) report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations; and

(v) the Committee will perform such other functions as are assigned by law and/or by the Board.

4 Meetings

4.1 The Committee will meet semi-annually, or more frequently at the discretion of the members of the Committee, as circumstances require.

4.2 The meetings will take place as the Committee or Chair of the Committee shall determine, upon at least 48 hours' notice to each of its members. The notice period may be waived by a quorum of the Committee.

4.3 A quorum for a meeting of the Committee is a majority of the members present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

4.4 If the Chair is not present at a meeting of the Committee, a Chair will be selected from among the members present.

4.5 Decisions by the Committee will be by the affirmative vote of a majority of the members of the Committee present, or by consent resolutions in writing signed by each member of the Committee. The Chair will not have a second or deciding vote in the event of an equality of votes.

4.6 At each meeting, the Committee will meet in-camera, without management.

4.7 The Chair of the Committee may invite others to attend any part of any meeting of the Committee as it deems appropriate. This includes members of management, any employee, the Company's legal counsel, external auditor, as well as consultants and advisors pursuant to the provisions of this Charter.

4.8 Minutes will be kept of all meetings of the Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Company's records, and will be available for review by members of the Committee, the Board and the external auditor.

4.9 The CEO shall not be present during any vote or deliberations of the Committee regarding the performance or compensation of the CEO.

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4.10 The Committee shall report to the Board regarding such matters as are discussed and approved by the Committee.

5 Other Matters

5.1 In discharging its duties under this Charter, the Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Company's legal counsel, external auditors and consultants, and may invite any such persons to attend any part of any meeting of the Committee.

5.3 Delegation to its Chair, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter as it deems appropriate from time to time under the circumstances and consistent with applicable law.

5.4 Each year, the Committee will review and evaluate its own performance and will submit itself to a review and evaluation by the Board.

Approved and adopted by the Board on August 25, 2025.