VIOR INC.
(the “**Corporation**”)

AUDIT COMMITTEE CHARTER
(the “**Charter**”)

1. Purpose of the Audit Committee

The Audit Committee ("**Committee**") is a committee of the Board of Directors (the "**Board**") of the Corporation. Its primary function shall be to assist the Board in fulfilling its oversight responsibilities with respect to accounting, financial reporting and disclosure requirements, the overall maintenance of the systems of internal controls that management has established and the overall responsibility for the Corporation's independent (and internal if any) audit processes. The Committee's primary duties and responsibilities are to assist the Board in its oversight of:

(a) conducting such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;

(b) reviewing and assessing the integrity of the financial statements and related disclosure, internal controls, internal audit procedures, risk management processes and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;

(c) compliance with applicable legal and regulatory requirements; and

(d) selecting and monitoring the independence and performance of the Corporation's independent auditors, and reviewing and approving all renewals or dismissals of the independent auditors and their remuneration.

2. Resources and Authority of the Audit Committee

The Committee shall have the authority to:

(a) Discharge its responsibilities, including in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties;

(b) inspect all the books and records of the Corporation and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Corporation with the officers and independent auditor of the Corporation; and

(c) communicate directly with the independent auditors (or internal auditors if any), independent legal counsel of the Corporation, and other officers and employees of the Corporation.

3. Membership and Composition

The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Autorité des marchés financiers, the TSX

Venture Exchange (or any stock exchange on which the securities of the Corporation trade), the *Business Corporations Act* (Québec) and all applicable securities regulatory authorities.

(a) The Committee members will be appointed annually at the first meeting of the Board following the annual general meeting of shareholders, and to hold office for the ensuing year until their successor is appointed, or until they resign, cease to be a director or are removed or replaced by the Board.

(b) The Committee shall be composed of no less than three directors as shall be designated by the Board from time to time. If the Chair is not present at a meeting of the Committee, the members of the Committee may designate an interim Chair for the meeting by majority vote of the members present.

(c) The majority of the members of the Committee shall be independent, within the meaning of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**"). An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which, in the view of the Board, could be reasonably expected to interfere with the exercise of the director's independent judgement or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of National Instrument 51-102.

(d) If a Committee member simultaneously serves on the audit committee of more than three other public companies, the Board shall determine as to whether such service impairs the ability of such member to serve efficiently on the Committee and provide such disclosure as necessary in the Corporation's annual management information circular.

(e) The Committee shall report to the Board.

The Corporation shall aim to have at least one member of the Committee with an experience as a certified public accountant, a chief financial officer or corporate controller of similar experience, or demonstrable meaningful experience overseeing such functions.

4. Meetings and Procedures

(a) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A majority of the members of the Committee present, either in person or by telephone, shall constitute a quorum.

(b) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

(c) The Committee shall keep minutes of its meetings, which shall be available for review by the Board at any time. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

(d) The Committee may invite such officers, directors, employees, external legal counsel, advisors and independent auditors of the Corporation (and its subsidiaries if any) as it may see fit, from time to time, to attend a meeting of the Committee or to meet with any members of the Committee.

(e) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation, other than those relating to non-audit services performed by the auditors of the Corporation which do not require the approval of the Board.

(f) Proceedings and meetings of the Committee are governed by the provisions of the By-Laws of the Corporation relating to the regulation of the meetings and proceedings of the Board as they are applicable and not inconsistent with this Charter and other provisions adopted by the Board in regards to committee composition and organization. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

5. Responsibilities

(a) ***Financial Accounting, Reporting Process and Internal Controls***

(i) The Committee shall review and approve the annual and interim financial statements and related management's discussion and analysis (the "Financial Statements") before the Corporation publicly discloses and file with the appropriate regulatory authorities this information as well as satisfy itself that the Financial Statements are presented in accordance with applicable accounting principles, and finally to recommend to the Board to do the same. With respect to the annual audited Financial Statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the independent auditors as and when the Committee deems it appropriate to do so. The Committee shall consider whether the Corporation's financial disclosures are complete, accurate, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**") and fairly present the financial position of the Corporation and the risk affecting it. The Committee shall also satisfy itself that, in the case of the annual Financial Statements, the audit function has been effectively carried out by the independent auditors and, in the case of the interim financial statements that the review function has been effectively carried out.

(ii) The Committee shall ensure internal control procedures are reviewed at least annually.

(iii) The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Financial Statements, as well as for annual and interim earnings press releases if such press releases are issued. The Committee shall periodically assess the adequacy of these procedures in consultation with any disclosure committee of the Corporation if such committee is in place.

(iv) The Committee shall oversee and monitor any litigation, claim, or regulatory investigation or proceeding involving the Corporation, and report to the Board any matters exceeding the materiality threshold, as defined by the auditors' audit plan.

(v) The Committee shall review any press releases containing disclosure regarding financial information that are required to be reviewed by the Committee under any applicable laws, regulations, or otherwise pursuant to the policies of the Corporation (including before the Corporation publicly discloses this information).

(vi) The Committee shall meet no less than annually with the independent auditors and the Chief Financial Officer (the "**CFO**") to review accounting practices, internal controls and such other matters as the Committee and CFO deem appropriate.

(vii) The Committee shall inquire of management and the independent auditors about significant financial and internal control risks or exposures and assess the steps management has taken to minimize such risks.

(viii) The Committee shall review the post-audit or management letter, if any, containing the recommendations of the independent auditors and management's response and subsequent follow-up to any identified weaknesses.

(ix) The Committee shall periodically review and make recommendations regarding the Code of Business Conduct and Ethics adopted by the Board.

(x) The Committee shall follow procedures established as set out in the Whistleblower Policy of the Corporation, for:

(A) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, auditing matters or violations to the Corporation's Code of Business Conduct and Ethics; and

(B) the submission by employees, consultants, contractors, directors or officers of the Corporation, on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Corporation's Code of Business Conduct and Ethics.

(xi) The Committee shall ensure that management establishes and maintains an appropriate budget process, which shall include the preparation and delivery of periodic reports from the CFO to the Committee comparing actual spending to the budget. The budget shall include assumptions regarding economic parameters that are well supported and shall take into account the risks facing the Corporation.

(xii) The Committee shall provide oversight of the Corporation's policies, procedures and practices with respect to compliance with the *Extractive Sector Transparency Measures Act* (Canada) (the "**ESTMA**") and similar applicable legislation, and shall ensure compliance with such legislation.

(xiii) The Committee shall have the authority to adopt such policies and procedures, as it deems appropriate to operate effectively.

(b) Independent Auditors

(i) The Committee shall recommend to the Board: (i) the independent auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, (ii) to review or attest services for the Corporation, (iii) to set the compensation for the independent auditors, and (iv) to provide oversight of the independent auditors and shall ensure that the independent auditors report directly to the Committee.

(ii) The Committee shall ensure that procedures are in place to assess the audit activities of the independent auditors (and the internal audit functions if any).

(iii) The Committee shall be responsible for approving non-audit services, in accordance with applicable laws and regulations to be provided by the independent auditors, in accordance with this Charter.

(iv) The Committee shall monitor and assess the relationship between management and the independent auditors and monitor, support and assure the independence and objectivity of the independent auditors and attempt to resolve disagreements if any, between management and the independent auditors regarding financial reporting.

(v) The Committee shall review the independent auditors' audit plan, including the scope, procedures and timing of the audit.

(vi) The Committee shall review the results of the annual audit with the independent auditors, including matters related to the conduct of the audit.

(vii) The Committee shall obtain timely reports from the independent auditors describing 1) critical accounting policies, practices, estimates and judgment, 2) alternative treatments of information within IFRS that were discussed with management, their ramifications, and the independent auditors' preferred treatment, 3) key audit matters and 4) any other mandatory communication per Canadian generally accepted auditing standards.

(viii) The Committee shall review fees paid by the Corporation to the independent auditors and other professionals in respect of audit and non-audit services on an annual basis.

(ix) The Committee shall set clear hiring policies regarding partners, employees and former partners and employees of the present and, as the case may be, former, independent auditor of the Corporation.

(x) The Committee shall have the authority to engage the independent auditors to perform a review of the interim financial statements, if determined necessary.

(xi) Develop an annual work plan that ensures that the Committee carries out its responsibilities.

(c) Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law and regulations, as the Committee or the Board deems necessary or appropriate.

6. Annual Review of Charter

The Committee shall review and assess annually, or as otherwise determined by the Committee, the adequacy of this Charter and recommend any changes to the Board for approval.

Approved by the Board of Directors on October 23, 2025.