

APPENDIX A. BOARD OF DIRECTORS CHARTER
NUREXONE BIOLOGIC INC.
(the “Company”)

As Approved by the Board on August 27, 2024

1. Purpose

The Board of Directors (the “**Board**”) of NurExone Biologic Inc. (“**NurExone**” or the “**Company**”) is responsible for overseeing the management of the Company and ensuring that the long-term interests of shareholders are being served. This charter outlines the authority, roles, and responsibilities of the Board.

2. Composition

- (a) **Number of Directors:** The Board shall consist of five (5) directors.
- (b) **Independence:** A majority of the Board members shall be independent, as defined by applicable laws and TSXV requirements.
- (c) **Term:** Directors shall be elected to serve for a term of [number] years, or until their successors are duly elected and qualified.

3. Responsibilities

The Board shall have the following responsibilities:

- (a) **Strategic Planning:** Review and approve the Company's strategic direction and initiatives.
- (b) **Financial Oversight:** Oversee the integrity of the Company's financial statements, financial reporting processes, and systems of internal controls.
- (c) **Risk Management:** Identify and monitor principal risks and ensure the implementation of appropriate risk management systems.
- (d) **Corporate Governance:** Develop and implement governance policies and procedures, including the Code of Conduct and Ethics.
- (e) **Leadership Development and Succession Planning:** Oversee the selection, evaluation, and compensation of the CEO and senior management, and ensure effective succession planning.
- (f) **Compliance and Ethics:** Ensure the Company is operating in compliance with all applicable laws and regulations and promoting ethical conduct.
- (g) **Performance Evaluation:** Conduct an annual performance evaluation of the Board and its committees.

4. Meetings

- (a) **Frequency:** The Board shall meet at least [number] times per year, with additional meetings as necessary.

- (b) **Quorum:** A majority of the Board members shall constitute a quorum.
- (c) **Agenda:** The Chair, in consultation with the CEO and other Board members, shall set the agenda for each meeting.
- (d) **Minutes:** Minutes of each meeting shall be prepared and approved by the Board.

5. Committees

The Board shall establish committees to assist in fulfilling its responsibilities, including:

- (a) **Audit Committee:** Oversee the financial reporting process, internal controls, and audit functions.
- (b) **Compensation Committee:** Review and recommend compensation policies and practices.

6. Director Access to Management and Independent Advisors

Directors shall have full access to the Company's management and, as necessary and appropriate, may consult with independent legal, financial, and accounting advisors to assist in their duties.

7. Director Orientation and Continuing Education

The Company shall provide an orientation program for new directors and continuing education opportunities to enhance their skills and knowledge.

8. Conflicts of Interest

Directors must disclose any potential conflicts of interest and, where appropriate, abstain from participating in discussions and voting on matters in which they have a conflict.

9. Evaluation

The Board shall conduct an annual self-evaluation to assess its performance and effectiveness.

10. Amendments

This charter may be amended by the Board as necessary to reflect changes in laws, regulations, or best practices.