



Board of Directors Mandate



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1 Purpose

The Board of Directors (the “Board”, each member of the Board a “Director”) of Pason Systems Inc. (“Pason”) has the duty to oversee the management of the business and affairs of Pason. Each Director has a fiduciary duty to act honestly and in good faith with a view to the best interests of Pason and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The organization of the Board and its authority and procedures are subject to the *Business Corporations Act* (Alberta) and Pason’s constating documents and by-laws. Pason is also subject to other applicable laws and stock exchange requirements.

The role of the Board is one of stewardship and oversight of the management of Pason. Pason has officers and employees responsible for the day-to-day management and conduct of the business of Pason and the implementation of the strategic plan approved by the Board. The Board seeks to ensure that Pason conducts its business with honesty and integrity, with a view of creating sustainable and long-term value and profitable growth. The role of the Board has two fundamental elements: decision-making and oversight. The decision-making function is exercised with respect to the formulation with management of fundamental policies and strategic goals and through the approval of certain significant actions; the oversight function concerns the review of management decisions, the adequacy of systems and controls and the implementation of policies. The Board establishes formal delegations of authority by defining the limits of management’s power and authority and by delegating to management certain powers to manage the business of Pason. Any responsibilities not delegated to management remain with the Board and its committees.

2 Membership, Meetings and Committees

2.1 Membership

Pason's Articles of Incorporation and bylaws provide that the Directors shall be elected annually by the shareholders, and that the Board shall consist of not less than one (1) or more than fifteen (15) individuals.

The Board shall appoint the Chair of the Board at the recommendation of the Corporate Governance and Nomination Committee. If the Chair of the Board is an executive Chair or is not independent of the management, the Board shall appoint a Lead Director who is independent of management. The Lead Director shall assume all duties and responsibilities of the Chair in his or her absence.

2.1.1 Duties and Responsibilities of the Chair of the Board/Lead Director

In addition to the duties of the Board, as set forth in this Mandate, the Chair of the Board shall have the following additional responsibilities:

- Hold the position of Director of the Board with the duties and responsibilities as set out in this Mandate.
- Provide leadership to the Board, which sets corporate policy and to whom the Chief Executive Officer (CEO) is accountable.
- Chair meetings of the Board and shareholder meetings.
- Lead the HRC Committee in evaluating the performance of the CEO.
- Work with the Board committees and Directors to annually evaluate the performance of Pason in achieving its mission.
- Help guide and mediate Board actions with respect to organizational priorities and governance concerns.

2.2 Meetings

- The Board shall meet at least quarterly, with additional meetings as needed to fulfill its responsibilities.
- Pason's bylaws provide that a majority of the Directors shall constitute a quorum, and decisions shall be made by majority vote.
- Meetings may be called by the Chair of the Board or any Director. Notice of meetings may be provided by mail, email, personal delivery, facsimile or telephone provided that the method of notification chosen shall be capable of being received by Directors at least 24 hours prior to a meeting.

- The Board may invite members of management, external advisors, or other individuals to attend meetings as needed.
- The Board shall meet in executive session without non-independent Directors or management present, at every Board meeting to ensure independent discussions.
- Meeting materials:
 - a. Information and data that is important to the Board's understanding of the businesses of Pason should be distributed to and reviewed by the Board on a timely basis in advance of the meetings. Management should make every attempt to see that this material is as brief as possible while still providing the information relevant to proposed Board discussions.
 - b. As a general rule, presentations on specific subjects should be sent to the Directors in advance so that Board meeting time may be spent focused on questions that Directors have arising from the material.
- Minutes of all Board meetings shall be recorded and filed in Pason's corporate minute book.

2.3 Board Committees

The Board shall have the following standing committees:

- Audit Committee;
- Human Resources and Compensation Committee (the "HRC Committee");
- Corporate Governance and Nomination Committee (the "CGN Committee").

The Board committees shall meet as frequently as needed to fulfill their responsibilities, but not less than once per year. Meetings may be called by the committee chair or any committee member, with reasonable notice provided to all members. The Board committees shall report on recent developments or activities undertaken by such committees at each meeting of the Board.

The Board shall appoint members to the Board committees at the recommendation of the CGN Committee. Consideration will be given to rotating committee members from time to time and to the special skills of various Directors. Committee Chairs will be selected by the Board, or in the event of its failure to do so, by the committee's members. At the recommendation of the CGN Committee, the Board shall regularly review the position descriptions for the CEO, Chief Financial Officer ("CFO") and Corporate Secretary. Board committees have the authority to retain and approve compensation for independent advisors as necessary to fulfill their respective duties, without prior approval of the CGN Committee.

3 Responsibilities

3.1 Strategic Planning and Oversight

With respect to strategic oversight, the Board shall:

- Annually monitor, review and update Pason's strategic plan, which takes into account, among other things, Pason's culture and opportunities and risks associated with its business.
- Oversee major corporate transactions including:
 - material acquisitions and divestitures;
 - equity financings of Pason, and the payment of any commissions and fees in connection thereto;
 - material debt financings and material guarantees in favour of third parties;
 - establishing and amending the policies of Pason for borrowing, distributing and loaning funds;
 - appointment or removal of senior officers
 - submitting to the shareholders of Pason, as applicable, any matters requiring their respective approval;
 - issuing securities and purchasing, redeeming, or otherwise acquiring securities issued by Pason;
 - dividend policy and declaration of dividends;
 - approving the annual Management Proxy Circular and the Annual Information Form of Pason;
 - approving the financial statements of Pason; and
 - adopting, amending or repealing the by-laws of Pason.

3.2 Risk Management and Internal Controls

With respect to risk oversight, the Board shall:

- Annually review Pason's director and officer insurance program.
- Identify and assess principal risks affecting Pason and ensure appropriate risk management strategies are in place.
- Having regard to the advice of the Audit Committee, establish and oversee the effectiveness of Pason's internal control and compliance systems.

3.3 Financial Oversight

- Having regard to the advice and input of the Audit Committee, oversee compliance with applicable audit, accounting and financial reporting requirements.

- Approve annual and interim financial statements, MD&A and the operating and capital budgets.
- Having regard to the advice and input of the Audit Committee, establish and oversee that appropriate controls are in place with respect to applicable certification requirements regarding Pason's financial and other disclosures.
- Having regard to the advice and input of the Audit Committee, establish and oversee the integrity of Pason's internal control and management information systems.
- Having regard to the advice and input of the Audit Committee, designate nominees for appointment or re-appointment as external auditors of Pason, the final decision with respect thereto to be made by the shareholders of Pason.

3.4 Leadership, Culture, and Human Resources

- Oversee the succession planning processes including the selection, appointment, development, evaluation, and compensation of the CEO.
- Having regard to the advice of the HRC Committee, approve executive compensation policies and plans.
- In general, provide oversight of the human resources and compensation matters of Pason.
- To the extent feasible, satisfy itself of the integrity of the CEO and CFO and ensure that the CEO, CFO and management foster a corporate culture of integrity, diversity, and ethical behavior throughout Pason and its subsidiaries.

3.5 Corporate Governance

- Establish and oversee an appropriate system of corporate governance, including practices to ensure that the Board functions independently of management.
- Ensure that all new Directors receive a comprehensive orientation and that appropriate continuing education opportunities are provided for all Directors.
- Having regard to the advice of the HRC Committee, approve Director compensation.
- Having regard to the advice of the CGN Committee, measure the performance of the Board, its committees and its members, identify actions, if any, for follow up, and create and implement plans to ensure the Board maintains the skills necessary to fulfill its mandate.
- Having regard to the advice and input of the CGN Committee, approve amendments to and monitor compliance with Pason's Code of Conduct and Ethics.
- Approve amendments to and monitor compliance with Pason's corporate communications and disclosure policies which, among other matters, (i) promotes consistent disclosure practices aimed at accurate, informative, continuous, timely and broadly disseminated disclosure of material information to the markets, (ii) addresses how Pason interacts with

investment analysts and the public, and (iii) contains measures to avoid selective disclosure.

- Review executive compensation discussion and analysis disclosure of Pason in its Information Circular, and satisfy itself that the overall compensation philosophy and policy for executives is adequately disclosed and describes in sufficient detail the rationale for salary levels, incentive payments, restricted unit grants, stock options, pensions and all other components of executive compensation.

3.6 Shareholder Engagement

- Develop measures for receiving feedback from shareholders and other stakeholders.
- Matters relating to Pason's accounting, internal accounting controls or auditing matters will be referred to the Audit Committee.
- Other matters will be referred to the Chair of the Board or the Lead Director, as appropriate.
- All communications may be sent to c/o Corporate Secretary, Pason Systems Inc. 6130 3rd Street S.E. Calgary, Alberta T2H 1K4

4 Revisions and Limitation

- The Board shall review and assess this mandate and Committee mandates annually and approve any updates as required.
- Nothing in this Mandate is intended, or may be construed, to impose on any Director a standard of care or diligence that is in any way more onerous or extensive than the standard required by law.

5 Approval and Adoption

This mandate was last approved by the Board of Directors on May 1, 2025.

Pason Systems Inc.

A blue ink signature, appearing to read "N. Fenez", is written over a horizontal line.

Natalie Fenez

VP Legal & Corporate Secretary

6 Document Revision Record

The following table describes all revisions made to this document.

Version	Date MM.DD.YY	Changed By	Description of Change / Reason for Change
1.0	02-26-19	Natalie Fenez	Mandate updated on new template.
1.0	04-29-21	Natalie Fenez	Reviewed by Board of Directors. No change.
1.0	04-28-2022	Natalie Fenez	Reviewed by Board of Directors. No change.
1.0	05-04-2023	Natalie Fenez	Reviewed by Board of Directors. No change.
1.0	05-02-2024	Natalie Fenez	Reviewed by Board of Directors. No change.
2.0	05-01-2025	Natalie Fenez	Overall refresh and update to reflect changes to committee roles