

CHARTER FOR THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

1. PURPOSE

- a) The purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its corporate governance oversight responsibilities by:
 - i) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices that are specifically applicable to the Corporation, as a reporting issuer; and
 - ii) identifying individuals qualified to become Board and Board committee members and recommending such nominees to the Board for appointment or election.

2. MEMBERSHIP AND ORGANIZATION

- a) **Composition** — The Committee shall consist of not less than three and not more than the number of Directors who are not officers or employees of the Corporation, none of whom is either an officer or employee of the Corporation or any of its subsidiaries. All members of the Committee shall meet all requirements and guidelines for corporate governance and nominating committee service, including being independent and unrelated to the Corporation, as set forth in applicable securities laws, securities commission policies or the rules of any stock exchange on which the Corporation’s securities are listed for trading. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be affirmatively made by the full Board.
- b) **Appointment and Removal of Committee Members** — Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company’s shareholders at which the member’s term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.
- c) **Chair** — At the time of the annual appointment of the members of the Committee, the Board shall appoint a Chair of the Committee. The Chair shall be a member of the Committee. The Chair of the Committee is responsible for overseeing the Committee in its responsibilities. The Chair’s duties and responsibilities include:

- i) presiding at each meeting of the Committee;
- ii) setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting, in consultation with the other members of the Committee;
- iii) circulating the agenda for each upcoming meeting of the Committee to each member of the Committee, as well as each other director, in advance of such meeting;
- iv) leading the Committee in discharging each of the tasks assigned to it under the Charter; and
- v) reporting to the full Board on the activities of the Committee.

3. MEETINGS

- a) **Meetings** — The members of the Committee shall hold meetings as are required to carry out this mandate.
- b) **Corporate Secretary and Minutes** — The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary at Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
- c) **Quorum** — A majority of the members of the Committee shall constitute a quorum.
- d) **Access to Outside Advisors** — The Committee shall have the authority to retain external legal counsel or other independent advisors to assist it in fulfilling its responsibilities.

4. FUNCTIONS AND RESPONSIBILITIES

The Committee shall have the functions and responsibilities set out below :

- a) **Board Composition, Director Criteria and Director Nominations** — The Committee shall:
 - examine the size and composition of the Board and recommend adjustments from time to time with a view to enabling the Board's size and composition to facilitate effective decision making;
 - develop, review and monitor criteria for selecting directors by regularly assessing the competencies, skills, personal qualities, availability, geographical representation, business background, varied experience, and diversity of the Board members and Tecsys' circumstances and needs and, in particular, developing a competency and skills matrix for the Board;
 - develop, review and monitor a gender diversity policy for Board members and executive officers;

- if requested by the Board, develop, review and monitor a diversity policy based on factors other than gender for Board members and executive officers;
- identify individuals qualified to become members of the Board;
- when vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation for appointment to the Board;
- make recommendations to the Board for the appointment or election of director nominees; and
- make recommendations to the Board with respect to membership on committees of the Board.

b) **Effectiveness of Board, Committees and Directors** — The Committee shall:

- review the adequacy of the Board's structures and procedures with a view to facilitating the Board to function with the proper degree of independence from management;
- provide a forum without management present to receive expressions of concern, including concerns regarding the independence of the Board from management;
- regularly review the time required from non-executive directors to perform their functions and assess whether they are satisfying those time requirements;
- encourage and facilitate continuing education programs for directors;
- receive comments from all directors as to the Board's performance, oversee the execution of a process assessing the effectiveness of the Board and the Board committees as a whole, with particular reference to the Mandate of the Board of Directors and appropriate committee charters, where applicable and report annually to the Board on such assessments;
- assess annually the contribution and effectiveness of each individual director, with particular reference to any applicable position description as well as the competencies, skills and characteristics each individual director is expected to bring to the board; and
- assess the need for and recommend the removal of directors for cause, where necessary.

c) **Corporate Governance** — The Committee shall:

- review from time to time the Company's Code of Business Conduct;
- fulfill the Committee's role in assisting the Board in dealing with conflict of interest issues as contemplated by the Company's Code of Business Conduct;
- prepare any report as may be required under applicable securities law, stock exchange and any other regulatory requirements;
- review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;

- perform any other activities consistent with this Charter, the Company's articles and governing law, as the Audit Committee or the Board deems necessary or appropriate;
 - review its own performance annually; and
 - report regularly to the Board.
- d) **Engagement of external advisors** — The Committee shall:
- at the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Company.

5. GENERAL

- a) The Committee shall, to the extent permissible by Applicable Requirements, have such additional authority as may be reasonably necessary or desirable, in the Committee's discretion, to exercise its powers and fulfill the duties under this mandate.

This Policy was last reviewed and approved by the Audit Committee and Board of Directors of Tecsys Inc. on June 29, 2022.

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APPENDIX “A” to the
Charter for the Corporate Governance
and Nominating Committee

The following guidelines set forth the procedures and criteria used by the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (the “Board of Directors”) of Tecsys Inc. (the “Corporation”) in the identification, evaluation and recommendation of director nominees.

A. IDENTIFYING AND EVALUATING DIRECTOR NOMINEES

1. Board Responsible

The Committee is responsible for, among other duties specified in its mandate, identifying individuals qualified to become members of the Board and its committees, and for election at the next annual meeting of shareholders.

2. Process for Consideration of Nominees

- (a) *Identification of Candidates* — The Committee shall identify candidates for director nominees in consultation with management, through the use of search firms or other advisers, through recommendations submitted by shareholders pursuant to the procedures prescribed by applicable laws or through such other methods as the Committee deems to be helpful to identify candidates, including through the business networks of incumbent Board members.
- (b) *Evaluation Process* — Once candidates have been identified, the Committee shall confirm that the candidates meet all of the qualifications for director nominees set forth in applicable laws and these Guidelines. The Committee may gather information about the candidates through interviews, background checks, or any other means that the Committee deems to be helpful in the evaluation process. The Committee shall then meet as a group to discuss and evaluate the competencies and skills that the Committee considers to be necessary for the Board, as a whole, to possess; the competencies and skills that the Committee considers each existing director to possess; and the competencies and skills each new nominee will bring to the boardroom. The Committee shall also consider whether a candidate has any material conflicts of interest with the Corporation. There shall be no difference in the manner by which the Committee evaluates director candidates, whether proposed by a shareholder or by another method.
- (c) *Recommendation of Nominees to Board* — Based on the results of the evaluation process, and the current composition, skills, experience and diversity of the Committee, the Committee shall decide upon the selection of nominees for election to the Board.

B. DIRECTOR QUALIFICATIONS AND SKILLS

The Corporation seeks directors who possess the qualifications and skills described in this Appendix. Moreover, the Corporation evaluates each individual candidate in the context of the overall composition and needs of the Board with the objective of recommending a group that can best fulfill the duties of the Board as set forth in applicable law and in the charters of the Board and its committees, in order to lead to the success of the Corporation's business and represent shareholder interests using its diversity of experience, competence and skill. The Board will consider these and other qualifications, skills and attributes when recommending candidates as nominees for the Board:

3. Board Qualifications

- (a) *Independence* — A majority of the members of the Board shall meet the independence requirements as set out in National Policy 58-201 Corporate Governance Guidelines ("NP 58-201") of the Canadian Securities Administrators ("CSA") and the Toronto Stock Exchange ("TSX") or any governmental or regulatory body exercising authority over the Corporation (each a "Regulatory Body"), as in effect from time to time. In any event, an independent director must be free from any relationship that, in the opinion of the Board, would interfere with, or have the appearance of interfering with, the exercise of his or her independent judgment as a member of the Board or of a Board committee, including any conflicts of interest stemming from his or her professional or other affiliations.
- (b) *Minimum Qualification* — In addition to the minimum qualifications prescribed by applicable law, the Corporation requires its directors to possess certain minimum qualifications, including substantial or significant business or professional experience or an understanding of finance, marketing, financial reporting, international business or other disciplines relevant to the business of the Corporation.
- (c) *Other Qualities and Skills* — The Corporation also considers the following qualities and skills in its selection of directors:
 - i. Leadership or substantial achievement in their particular fields;
 - ii. Demonstrated ability to exercise sound business judgment;
 - iii. Policy-making experience;
 - iv. Integrity, high moral and ethical character and business or professional standing that will add to the Board's reputation;

- v. Potential to contribute to the diversity of viewpoint, backgrounds, or experiences of the Committee as a whole and the committees thereof;
- vi. Capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency;
- vii. Ability to work well with others;
- viii. High degree of interest in the business of the Corporation;
- ix. Dedication to the success of the Corporation;
- x. Commitment to responsibilities of a director;
- xi. International business or professional experience; and
- xii. Such other criteria as the Committee shall determine to be relevant.

4. Committee Qualifications

- (a) *Audit Committee* — All members of the Audit Committee shall meet the independence and other requirements National Instrument 52-110 - Audit Committees and other applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Audit Committee Charter.
- (b) *Compensation Committee* — All members of the Compensation Committee shall meet the independence and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Compensation Committee Charter.
- (c) *Other Committees* — Members of other committees shall meet the applicable requirements of the Regulatory Bodies and the Board as the Committee deems necessary.

5. Limits on Other Board Memberships and Commitments

The Corporation expects that a director's existing and future commitments will not materially interfere with such director's obligations to the Corporation. The Corporation recognizes that directors should limit the number of boards on which they serve so that they can give proper attention to each board responsibility. However, the philosophy of the Corporation is not to set an invariant limit on the number of boards on which a director may serve. In the event a director wishes to join the board of another company, it is expected that the director will notify the Committee Chair or the Secretary once he or she has determined to accept any invitation to serve on another corporate board or with any governmental advisory or charitable organization.

6. Incumbents

For candidates who are incumbent directors, the Corporation takes into consideration the following factors, among others, when considering such individuals as director nominees; such director's past attendance at meetings, participation in and contributions to the activities of the Board and any changes in professional roles and responsibilities. In the event an incumbent director retires, has any change in employer or has any other significant change in professional roles and responsibilities, he or she is expected to report that change to the Committee Chair or the Secretary. The Committee shall evaluate the continued appropriateness of board membership under the new circumstances and, if necessary, make a determination with respect to continued Board membership.

7. Amendments.

The Committee shall review and assess the adequacy of these guidelines periodically, as well as in response to rules promulgated by the Regulatory Bodies. The Corporation will disclose any material changes to these guidelines as required by the Regulatory Bodies and applicable law in the Corporation's SEDAR filings.