

ABSOLUTE SOFTWARE CORPORATION

AUDIT COMMITTEE CHARTER

I. MANDATE

The mandate of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Absolute Software Corporation (the “**Company**”) is to assist the Board to fulfill its oversight responsibilities relating to:

- (a) the integrity of the Company’s financial reporting and financial statements;
- (b) the effectiveness of the Company’s internal controls and risk management processes;
- (c) the Company’s compliance with applicable legal and regulatory requirements; and
- (d) the appointment and performance of the Company’s internal and external auditors.

The Company’s management is responsible for: (i) adopting and applying sound accounting principles; (ii) designing, implementing and maintaining effective processes related to internal control over financial reporting; and (iii) preparing the annual and interim financial statements, associated Management’s Discussion & Analysis (“**MD&A**”) and other relevant continuous disclosure documents. The external auditor is responsible for conducting an independent audit in accordance with professional standards and for forming an opinion on the annual financial statements. The Committee is responsible for overseeing these financial reporting activities.

In performing its duties, the Committee will maintain effective working relationships and provide an avenue for effective and open communication among the Board, management, the external auditor and any internal audit function.

II. LIMITATION ON THE ROLE OF THE COMMITTEE

The Committee’s role is one of oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with international financial reporting standards and applicable laws, rules and regulations. These are the explicit responsibilities of management and the external auditor. As such, in executing its oversight role, the Committee does not provide any expert or special assurances or guarantees regarding the Company’s financial statements, nor does it provide any professional certification as to the external auditor’s work.

III. MEMBERSHIP

The Committee will consist of at least three Directors, but not more than five Directors, appointed by the Board annually. Each member of the Committee shall serve at the pleasure of the Board until the member resigns from the Committee, is removed from the Committee by the Board or ceases to be a member of the Board. The membership of the Committee will be guided by applicable legal, stock exchange and corporate governance requirements and recommendations, including *National Instrument 52-110 - Audit Committees* (“**NI 52-110**”).

Chair

At the time of the annual appointment of the Committee, the Board will appoint one of the members of the Committee as Chair, and the Chair will be in charge of overseeing and managing the affairs of the Committee, including by presiding over all Committee meetings, coordinating the Committee's compliance with this Charter, working with management to develop the Committee's annual work-plan, and delivering reports of the Committee to the Board.

Independence

All members of the Committee must be independent Directors¹ (subject to any exemptions or relief that may be granted from such requirements).

Expertise of Committee Members

Each member of the Committee must be financially literate, as such term is defined in NI 52-110 and the Listing Rules of The Nasdaq Stock Market LLC (the "**NASDAQ Rules**"). At least one member of the Committee should be financially sophisticated (within the meaning set forth in the NASDAQ Rules) and a financial expert and have accounting or related financial management expertise, for example as a certified public accountant, chief financial officer or corporate controller. The Board will interpret the qualifications of financial literacy and financial management expertise in its business judgement within the requirements of NI 52-110, the NASDAQ Rules, the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "**SEC**"), and other applicable laws and regulations and will determine whether a Director meets these qualifications.

No member of the Committee may serve on the audit committees of more than two other public companies at the same time as being a member of the Committee, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

IV. MEETINGS

The Committee will meet at least four times annually according to a schedule established each year, and at such other times as determined necessary or desirable by the Committee.

The Committee Chair (or his or her designate) will prepare an agenda in advance of each meeting, in consultation with management, other Committee members and, where appropriate, the external auditor and/or any internal audit function. The agenda and supporting materials will be circulated to the members in advance of the meeting to allow members an appropriate period of time to prepare for the meeting. The Committee Chair will chair all Committee meetings that he or she attends, and, in the absence of the Chair, a designate of the Chair who is a member of the Committee will chair the Committee meeting at which the Chair is not present.

The Committee will, where appropriate, invite members of management, the external auditor, and/or any internal audit function to attend meetings. In addition, the Committee may invite to any

¹ Within the meaning of "independence" per the provisions of NI 52-110, the NASDAQ Rules, and Rule 10A-3 promulgated by the SEC (and any successor rules). See also *National Policy 58-201 - Corporate Governance Guidelines* for guidelines as to composition of Board committees.

of its meetings external legal counsel or other external advisors or other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

The Committee will meet at least quarterly with the Company's management and at least annually with the external auditor. In addition, the Committee may meet *in camera* from time to time to discuss any matters of interest or concern to the members in the absence of management or other interested parties.

A quorum of the Committee is the attendance of at least two thirds of the members of the Committee. No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present.

Meetings may be held in person, by teleconference, or through the use of any telecommunication system that permits all persons participating in the meeting to adequately communicate with each other.

At any meeting of the Committee, questions will be decided by a majority of the votes cast by members present, except where only two members are present, in which case any question must be decided unanimously.

V. RESPONSIBILITIES

The Committee's role is to provide an independent review of the financial function of the Company and is responsible for supporting management in, and verifying the quality and integrity of, the Company's financial reporting obligations. In fulfilling this role, the Committee's responsibilities include the following:

Internal Controls

- Overseeing and reviewing, in consultation with management, the external auditors and any internal audit function, the reliability, adequacy and effectiveness of management's system of internal controls over the Company's accounting and financial reporting systems, including, without limitation, controls over financial reporting, non-financial controls and legal and regulatory controls and the impact of any identified weaknesses in internal controls.
- Reviewing, in consultation with management, the external auditors, and any internal audit function, any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings.
- Ensuring that the external auditors keep the Committee informed of any fraud, illegal acts, deficiencies in internal controls and other relevant matters about the Company that come to their attention during their audit, and review any related issues identified and recommendations made by the external auditors, together with management's responses thereto, including the timetable for implementation of recommendations to correct any identified weaknesses in internal controls.
- Reviewing any related party transactions and potential conflicts of interest.
- Assessing the extent to which internal control recommendations made by the external auditors or any internal audit function have been implemented by management.

- Assessing the Company's financial computer systems and applications, the security of such systems and applications and the contingency plan for processing financial information in the event of a systems breakdown.
- Reviewing any allegations of fraud disclosed to the Committee involving management or other employees of the Company with a role in the Company's internal controls over financial reporting.
- Receiving and reviewing management's report on the effectiveness of internal controls over financial reporting, including the factors identified by management as factors that may affect future financial results, and the interim and annual CEO and CFO certifications filed with the securities regulatory authorities.
- Discussing with the CEO and CFO their certification of the internal controls over financial reporting, as and when appropriate or required by applicable law or regulation.

Risk Management

- Reviewing and overseeing the Company's policies and practices with respect to risk assessment and risk management in all areas, including risks related to finance, operations, physical security, information security, product, records management, fraud and other crime.
- Meeting regularly with management and other appropriate staff to discuss the Company's significant risk exposures, the likelihood of the risks manifesting, the potential impact of the risks manifesting and steps management has taken and is taking to monitor, assess, control and mitigate such exposures (including relevant insurance coverages).

Ethics Compliance & Whistleblowers

- Reviewing the Company's ethics compliance and whistleblower program(s), including policies and procedures for monitoring compliance, and the implementation and effectiveness of such program(s).
- Establishing procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or audit matters; and (b) the confidential, anonymous submission by employees regarding such matters.
- The Committee Chair, or another member of the Committee designated by the Chair, will serve as the recipient of any whistleblower submissions and will lead a review of the subject matter of the report. The member conducting the review may enlist employees of the Company or outside legal, accounting or other advisors, as appropriate, to assist in or conduct the review.
- At least quarterly, the Committee Chair will report to the Board on the number of whistleblower complaints received and the status of all complaints reviewed.

Financial Reporting

General

- Reviewing significant accounting and financial reporting issues, with particular emphasis on identifying the principal risks to the accuracy of financial reporting and any changes of a material nature to the characterization of entries and accounts.
- Reviewing and discussing with management and the external auditor and, where appropriate, recommending approval to the Board of all public disclosure relating to financial information such as press releases, financial statements, MD&A, Annual Information Forms, projections or materials otherwise involving information derived from the financial reports or the analytic reporting thereof, as well as financial information and guidance provided to analysts and rating agencies.
- Reviewing with the external auditors their proposed audit adjustments and any audit problems or difficulties and management's response thereto.
- Reviewing significant accounting and financial reporting requirements in effect from time to time, including recent professional and regulatory pronouncements and critical accounting policies, and understanding their impact on the financial statements.
- Reviewing with the external auditor and management the extent to which changes or improvements in financial or accounting practices, as previously reported to the Committee, have been implemented.
- Reviewing issues related to liquidity, capital resources and contingencies that could affect liquidity.
- Reviewing treasury operations, including investment policies, financial derivatives and hedging activities.
- Reviewing material off-balance-sheet transactions and contingent liabilities.
- Discussing with the external auditor any matters that auditing standards require to be communicated with the Committee.
- Receiving and reviewing reports from other Board committees with regard to matters that could affect financial reporting.
- Overseeing the resolution of any disagreements between management and the external auditor regarding financial reporting.
- Following completion of the annual audit, reviewing with management and the external auditor: any significant issues, concerns or difficulties encountered during the course of the audit, including any issues that arose during the course of the audit and have subsequently been resolved and those issues that have been left unresolved; key accounting and audit judgments; and levels of misstatements identified during the audit, obtaining explanations from management and, where necessary the external auditor, as to why certain misstatements might remain unadjusted.

- Reviewing any other matters related to financial reporting that are brought forward by management, the external auditors, and/or any internal audit function or which are required to be communicated to the Committee under accounting policies, auditing standards or applicable laws or regulations.

Annual and Interim Financial Statements

- Reviewing the annual and interim financial statements, determining whether they are complete and consistent with the information known to the Committee members and assessing whether they reflect appropriate accounting principles, estimates and judgments.
- Meeting with management and the external auditors to review the annual financial statements, the associated MD&A and the results of the audit.
- Meeting with management and, if necessary, the external auditors to review the interim financial statements and associated MD&A.
- Making recommendations to the Board regarding the Board's approval of the annual and interim financial statements and the associated MD&A.
- Understanding how management develops and summarizes quarterly financial information and the extent to which the external auditors review quarterly financial information.
- Paying particular attention to disclosure of complex and/or unusual transactions and significant changes to accounting principles, alternative treatments under applicable regulatory accounting initiatives, restructuring charges and derivative disclosures.
- Focusing on judgmental areas, such as those involving the valuation of assets and liabilities.
- Ensuring appropriate review of accounting practices that relate to transfer pricing.

Internal Audit (if and as applicable)

- Reviewing and approving management's decisions relating to the need for internal audit.
- Reviewing and approving the mandate, budget, plan, performance, and qualifications of the internal audit function.
- Reviewing significant reports prepared by the internal audit function together with management's response and progress in remedying any significant findings.
- On a regular basis, meeting with the chief internal auditor and the external auditor in the absence of management to discuss any matters that the Committee or the internal audit function believes should be discussed.

External Auditors

- If and when necessary, selecting, retaining and terminating the external auditor (subject to any applicable Board or shareholder approvals) and recommending to the Board the

compensation for the external auditors. In such regard, recommending to the Board the nomination of the external auditor for approval by the shareholders.

- Reviewing and approving the external auditor's annual audit plan, including relevant engagement terms and fees. Reviewing the external auditor's proposed audit scope and approach, including coordination of audit effort with the internal audit function, if applicable.
- Overseeing the work of the external auditors and ensuring that the external auditor reports directly to the Committee.
- Reviewing with the external auditor the quality, not just the acceptability, of the Company's accounting principles as applied to critical accounting policies and practices, alternative treatments of financial information that have been discussed with management and any other material communications with management.
- Reviewing and confirming the independence and performance of the external auditors annually, prior to the issuance of the external auditor's report on the annual financial statements, including a review of the cost and nature of all non-audit services provided, and the auditors' assertion of their independence in accordance with professional standards.
- Obtaining and reviewing annually a report from the external auditor describing: (a) the external auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (c) all relationships between the external auditor and the Company.
- Obtaining and reviewing quarterly a report prepared by the external auditor in respect of the respective interim financial statements.
- Reviewing the audit representation letters with particular attention to non-standard representations.
- Reviewing and monitoring the content of the external auditor's management letter, in order to assess whether it is based on a good understanding of the Company's business and establishing whether recommendations have been acted upon and, if not, the reasons they have not been acted upon.
- Pre-approving all non-audit services provided by the external auditor to the Company. Pre-approval requirements may be met where the Committee establishes detailed policies as to each service to be pre-approved and the Committee is informed of such services at its next meeting, provided that the policies must not include delegation of the Committee's responsibilities to management. The Committee may delegate this authority to one of the Committee members, but not to management, provided the non-audit services in question are presented to the Committee at its next meeting.
- Establishing which non-audit services the external auditor will be prohibited from providing, considering (a) whether the skills and experience of the audit firm make it a suitable supplier; (b) whether there are safeguards in place to ensure that there is no threat to the external auditor's objectivity and independence in the conduct of the audit; and (c) the type of the non-

audit services, the related fee levels and the fee levels individually and in aggregate relative to the audit fee.

- Having the external auditor provide the Committee with a summary of any investigation by governmental or professional authorities within the preceding five years respecting any audits of the Company carried out by the external auditor and any steps taken to deal with any issues raised by the inquiry or investigation.
- On a regular basis, meeting separately with the external auditor in the absence of management to discuss any matters required by applicable auditing standards to be discussed by the external auditors with the Committee or that the Committee or the external auditor believes should be discussed.

Compliance with Laws and Regulations

- Periodically obtaining updates from management regarding material compliance with applicable laws and regulations.
- Reviewing, with the Company's legal counsel (at least once annually), any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations and any inquiries received from regulators or governmental agencies.
- Periodically reviewing legal and regulatory requirements that may have a significant impact on the Company's business, financial statements or results of operations.
- Being satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements and other relevant disclosure documents.
- Reviewing the findings of any examinations by regulatory agencies such as the British Columbia Securities Commission or any stock exchange upon which the Company's securities are listed from time to time.
- Reviewing any reports concerning fraud, corruption, bribery or other legal or regulatory non-compliance that occurs at the Company, including consideration of the internal controls that should be strengthened to reduce the risk of a similar event in the future.

Other Responsibilities

- Ensuring that significant findings and recommendations made by management or the internal or external auditors are received and discussed on a timely basis.
- If necessary, reviewing the policies and procedures in effect for considering officers' expenses and perquisites.
- Performing other oversight functions as requested by the Board.
- Ensuring that the Annual Information Form discloses the text of this Charter, a description of any specific policies and procedures for the engagement of non-audit services, the aggregate fees (by service fee category) billed by the external auditor in each of the last two years and

any other information regarding the Committee, the Company's external auditor and the financial position of the Company required by applicable laws and regulations.

- Reviewing and approving any Committee disclosure required by applicable law in the Company's public disclosure documents.
- Performing any other activities required by applicable laws, rules, regulations, and/or stock exchange requirements, and performing other activities that are consistent with this Charter, the Company's constating documents and governing laws, as the Committee or the Board deems necessary or appropriate.

Reporting Responsibilities

- Regularly reporting to the Board about Committee activities and making appropriate recommendations.
- Maintaining minutes of all Committee meetings.

VI. RESOURCES AND AUTHORITY

The Committee has the authority, and will be provided with all resources that it reasonably requires, to discharge its responsibilities, including the authority to conduct any investigation appropriate to fulfilling its responsibilities and having full access to all Company books, records and personnel. The Committee may, as appropriate, engage, at the expense of the Company, outside auditors, independent legal counsel and/or other experts or consultants that the Committee deems appropriate. The Committee may, to the extent permissible by applicable law, designate a sub-committee to review any matter within this Charter as the Committee deems appropriate. The Committee may communicate directly with the internal and external auditors.

VII. CHARTER

At least once annually, the Committee will review and re-assess the adequacy of this Charter to ensure compliance with any applicable laws and rules and regulations and recommend any proposed changes to the Board for approval.

Effective as of February 9, 2023.