

ABSOLUTE SOFTWARE CORPORATION

Notice of Annual General Meeting & Management Information Circular 2022

Meeting Date: Wednesday, December 7, 2022, 11:00 a.m. (PT)

Location: Blake, Cassels & Graydon LLP

Suite 2600, 595 Burrard Street, Vancouver, British Columbia, Canada

And virtually at meetnow.global/M7ZDRVA

Global Headquarters:
Suite 1400, Four Bentall Centre, 1055 Dunsmuir Street
Vancouver, British Columbia, Canada V7X 1K8
604-730-9851
www.absolute.com

This document is important and requires your immediate attention. It requires holders of common shares of Absolute Software Corporation to make important decisions. If you are in doubt as to how to make such decisions, please contact your financial, legal, tax, or other professional advisors.

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ABSOLUTE SOFTWARE CORPORATION

Suite 1400, Four Bentall Centre
1055 Dunsmuir Street
Vancouver, British Columbia, V7X 1K8

NOTICE OF ANNUAL GENERAL MEETING

TO OUR SHAREHOLDERS:

Our 2022 Annual General Meeting (the “**Meeting**”) will be held on Wednesday, December 7, 2022 at 11:00 a.m. (PT). The physical Meeting will be at the offices of Blake, Cassels & Graydon LLP, at Suite 2600, 595 Burrard Street, Vancouver, British Columbia and as a virtual shareholders’ meeting online at meetnow.global/M7ZDRVA. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

The following matters will be considered at the Meeting:

- (1) to receive the report of our Directors;
- (2) to receive our audited financial statements for the financial year ended June 30, 2022, and the accompanying report of the auditors;
- (3) to set the number of our Directors at seven for the ensuing year;
- (4) to elect our Directors for the ensuing year;
- (5) to appoint our external auditor for the ensuing year and to authorize the Directors to fix the auditor’s remuneration; and
- (6) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Our Information Circular, which includes a detailed description of the matters to be dealt with at the Meeting, accompanies this Notice. Our financial statements for the year ended June 30, 2022 and the report of the auditors thereon can be requested separately.

If you are unable to attend the Meeting physically or virtually and wish to ensure that your Absolute shares will be voted at the Meeting, you must complete, date, and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.

If you are a non-registered shareholder and want to attend the Meeting physically or virtually, you must follow the instructions set out in the Information Circular.

Forms of proxy may also be voted by internet in accordance with the instructions contained in the form of proxy. In order to be valid and acted upon at the Meeting, forms of proxy and voting instruction forms must be returned (or voted by internet) not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time set for the holding of the Meeting, or any adjournment or postponement thereof.

After submitting proxy instructions using the form of proxy or voting instruction form, as applicable, the proxyholder must also be registered to allow such proxyholder to attend, ask questions and vote at the Meeting online. If you would like a person, other than the management nominees identified on the form of proxy or voting instruction form, to attend virtually and participate at the Meeting virtually as your proxy and vote your shares (including if you are a non-registered shareholder and wish to appoint yourself as proxyholder to attend virtually, participate in and vote online at the Meeting), you must register such proxyholder with Computershare Investor Services Inc. (“**Computershare**”) after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving an invitation code. Without an invitation code, proxyholders will not be able to participate virtually in or vote at the Meeting.

To register a proxyholder, Absolute shareholders must call Computershare toll free at 1-800-564-6253 or internationally at 1-514-982-7555 by no later than 11:00 a.m. (PT) on December 5, 2022 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays) and provide Computershare with the required proxyholder contact information, so that Computershare can provide the proxyholder with an invitation code via email. If a non-registered shareholder wishes to ask questions in any question and answer session held subsequent to the Meeting, such shareholder must follow the procedures for virtually attending the Meeting as a duly appointed proxyholder and not as a guest. Non-registered shareholders who have not made arrangements for the due appointment of themselves as proxyholder will not be able to participate virtually or vote at the Meeting or any subsequent question and answer session; however, such non-registered shareholders may attend the Meeting virtually, including any subsequent question and answer session, as a guest by clicking “Guest” and completing the online form.

Vancouver, British Columbia, October 25, 2022.

ABSOLUTE SOFTWARE CORPORATION

Daniel P. Ryan
Chair of the Board

	Registered Shareholders	Non-Registered Shareholders
	<i>Common Shares held in own name and represented by a physical certificate or DRS</i>	<i>Common Shares held with a broker, bank or other intermediary</i>
 Internet	www.investorvote.com	www.proxyvote.com
 Telephone	1-866-732-8683	Dial the applicable number listed on the voting instruction form
 <u>Mail</u>	Return the voting instruction form in the enclosed postage paid envelope	Return the voting instruction form in the enclosed postage paid envelope

INVITATION TO SHAREHOLDERS

Dear Absolute Shareholders:

Every year, I look forward to this opportunity to share my thoughts with you. This November marks the beginning of my fifth-year steering Absolute's growth and place in history – I want to begin by expressing my gratitude and thanks for the collaboration and trust. This has been an amazing journey so far, and I am so inspired by the work we are doing and where we are heading. We've grown into a \$200 million+ annual recurring revenue security company that is grounded in the Rule of 40 with approximately 18,000 customers and more than 1,100 partners worldwide who depend on us to keep delivering success for them.

Our vision to be the world's most trusted security company is our North Star. It's very specific since our differentiation is rooted in trust and embedded in the firmware of more than 600 million devices with an unbreakable connection through our persistence and enabled with resilience because of our unique self-healing capabilities. This past year, our differentiation allowed us to deliver many new solutions to our customers, enabling them to more quickly recover from Ransomware attacks, identify insights that deliver better employee experiences, stay connected with self-healing, persisted network access, and so much more. And there's no better evidence of our innovation success than seeing our record high NPS scores of 60+.

I am also so proud of our resilient Absolute employees for the amazing contributions and dedication they bring every day – and this past year has been one of transformation as a team. Since acquiring NetMotion, we have been focused on bringing our teams together, building a trusted and motivating culture, and investing our people for the future, which has included implementing a learning management system and developing bespoke leadership training courses for our next generation of leaders.

And our journey continues.

While the macro environment remains challenging – political unrest, global conflict, rising inflation, I've never been more confident in our growing position in the market, our self-healing platform of Secure Endpoint and Secure Access, our talented team and our relentless pursuit in solving the cyber challenges our customers are facing as digital transformation continues to take center stage.

On behalf of the Board of Directors and management of Absolute, I am pleased to invite you to attend the annual general meeting of shareholders that will be held this year at the Vancouver offices of Blake, Cassels & Graydon LLP and as a virtual meeting online at meetnow.global/M7ZDRVA on December 7, 2022 at 11:00 a.m. (PT).

Your Views and Voice Are Critical to Our Success

The feedback we receive from our shareholders and other stakeholders is a cornerstone of our corporate governance practices.

This annual meeting is your opportunity to vote on a number of important matters, as well as hear first-hand about our recent performance and plans for the future. The enclosed management information circular describes the business to be conducted at the meeting and provides information on our executive compensation and corporate governance practices, amongst other matters. By attending the virtual meeting, you will have the opportunity to view our management presentation and, by following the instructions in the enclosed management information circular, to ask questions to members of the Board of Directors and management.

Your Vote Is Important

Whether you plan on attending in person, the virtual meeting or not attending at all, we encourage you to vote promptly. You can vote electronically during the virtual meeting or by completing and returning the proxy and following the instructions below under “*General Proxy Information*”.

We look forward to welcoming you at the meeting and thank you for your continued support of Absolute.



Sincerely,

Christy Wyatt
President & CEO

ABSOLUTE SOFTWARE CORPORATION

Suite 1400, Four Bentall Centre
1055 Dunsmuir Street
Vancouver, British Columbia, V7X 1K8

INFORMATION CIRCULAR

as at October 25, 2022

INTRODUCTION

The Board of Directors (the “**Board**”) of Absolute Software Corporation is delivering this information circular (this “**Information Circular**”) to you in connection with the solicitation of your proxy for use at the annual general meeting of shareholders (the “**Meeting**”) to be held physically on December 7, 2022 at the offices of Blake, Cassels & Graydon LLP, at Suite 2600, 595 Burrard Street, Vancouver, British Columbia and as a virtual shareholders’ meeting online at meetnow.global/M7ZDRVA for the purposes set forth in the accompanying Notice of Meeting. A summary of the information shareholders of Absolute will need to attend the Meeting online and physically is provided below.

In this Information Circular, unless the context otherwise requires, all references to “**Absolute**”, the “**Company**”, “**we**”, “**us**”, and “**our**” refer to Absolute Software Corporation. The Company’s fiscal year ends on June 30 of each year. In this Information Circular, the fiscal year ended June 30, 2022 is referred to as “**Fiscal 2022**”, the fiscal year ended June 30, 2021 is referred to as “**Fiscal 2021**”, and the fiscal year ended June 30, 2020 is referred to as “**Fiscal 2020**”. All dollar figures are stated in U.S. dollars unless otherwise indicated.

Forward Looking Statements

Certain statements contained in the Notice of Meeting and this Information Circular (together, the “**Meeting Materials**”) may contain and constitute forward-looking statements and forward-looking information (collectively, “**forward-looking statements**”) which relate to future events or Absolute’s future business, operations, and financial performance and condition. Forward-looking statements normally contain words like “will”, “intend”, “anticipate”, “could”, “should”, “may”, “might”, “expect”, “estimate”, “forecast”, “plan”, “potential”, “project”, “assume”, “contemplate”, “believe”, “will”, “scheduled”, and similar terms and, within the Meeting Materials, include, without limitation, any statements (express or implied) respecting: the Company’s future plans, strategies, and objectives; the administration of the Company’s equity compensation plans; the Company’s compensation plans, philosophies, and practices; the ability of the Company’s compensation practices to attract, retain, motivate, and reward qualified officers, directors, and employees who will be able to accomplish the Company’s business objectives; the Company’s governance plans, philosophies, and practices; the Company’s risk management plans, philosophies, and practices; and the Company’s EDI (as defined below) plans, philosophies, and practices.

Forward-looking statements are not guarantees of future performance, actions, or developments and are based on expectations, assumptions, and other factors that management currently believes are relevant, reasonable, and appropriate in the circumstances. The material expectations, assumptions, and other factors used in developing the forward-looking statements set out in the Meeting Materials include or relate to the following, without limitation: the Company will be able to successfully execute its plans, strategies, and objectives (including with respect to compensation, governance, and diversity); market and industry data obtained from external sources is accurate and reliable; the Company’s compensation practices are and will be competitive with comparable organizations for similar positions; the Company will be able to attract and retain qualified personnel; and the Company’s governance, risk management, and EDI (as defined below) plans, philosophies, and practices are and will be appropriate and adequate in its circumstances.

Although management believes that the forward-looking statements herein are reasonable, actual results could be substantially different due to the risks and uncertainties associated with and inherent to Absolute’s business, as more particularly described and referred to in the “Risk and Uncertainties” section of Absolute’s most recently filed Management’s Discussion and Analysis, which is available under Absolute’s SEDAR profile at www.sedar.com and on EDGAR at www.sec.gov. Additional material risks and uncertainties applicable to the

forward-looking statements herein include, without limitation: risks related to the COVID-19 pandemic and its impact on the Company; that the Company may not be able to accurately predict its rate of growth and profitability; the Company's compensation strategies and programs will be unsuccessful at attracting, retaining, motivating, and rewarding qualified officers, directors, and/or employees and the Company may change its strategies and programs if they are unsuccessful; the Company's governance, risk management and EDI (as defined below) plans, philosophies, and practices may not be appropriate or adequate in its circumstances; and other unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant. Many of these factors are beyond the control of Absolute.

All forward-looking statements included in the Meeting Materials are expressly qualified in their entirety by this cautionary note. The forward-looking statements contained in the Meeting Materials are made as at the date of this Information Circular and Absolute undertakes no obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by applicable securities laws.

GENERAL PROXY INFORMATION

Who Can Vote

October 25, 2022 is the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment thereof. As of October 25, 2022, there were 52,246,476 common shares in the capital of Absolute ("**Common Shares**") outstanding. Persons who on October 25, 2022 are recorded on our share register as holders of Common Shares can vote at the Meeting. Each Common Share has the right to one vote.

Under our Articles, the quorum for the transaction of business at the Meeting is two persons present in person, each being a shareholder entitled to vote at the Meeting or a duly appointed proxyholder or representative for such shareholder so entitled, representing at least 25% of the issued and outstanding Common Shares.

How You Can Vote

If you are a registered shareholder (your Common Shares are held in your name) you may vote your Common Shares either by attending the physical Meeting or virtually or, if you do not plan to attend physically or virtually you may vote your Common Shares, by completing the proxy and following the instructions below under "*Appointment and Revocation of Proxies*".

Registered shareholders who wish to vote their Common Shares by virtually attending the Meeting at <https://meetnow.global/M7ZDRVA> should follow the instructions below under "*Attending and Participating Virtually at the Meeting*".

Registered shareholders who wish to vote their Common Shares by attending the physical Meeting should follow the instructions below under "*Attending and Participating Physically at the Meeting*".

Principal Holders of Common Shares

To the knowledge of the Company, as of June 30, 2022 Lynrock Lake LP held 5,937,832 Common Shares, or approximately 11.62% of the outstanding Common Shares and Trigan Investments, Inc. held 5,154,914 Common Shares, or approximately 10.09% of the outstanding Common Shares. To the knowledge of the Company, no other no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares.

Advice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many shareholders of Absolute, as a substantial number of our shareholders do not hold their Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records

of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If your Common Shares are listed in an account statement provided to you by a broker, then in almost all cases those Common Shares will not be registered in your name on the records of Absolute. Such Common Shares will more likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks). If you are a Beneficial Shareholder, you should ensure that instructions respecting the voting of your Common Shares are communicated to the appropriate person.

Beneficial Shareholders fall into two (2) categories – those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBOs**”).

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by Absolute. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge will either mail a form of proxy or a voting instruction form in lieu of a form of proxy provided by Absolute. The voting instruction form will name the same persons as the proxy to represent you as a Beneficial Shareholder at the Meeting. As a Beneficial Shareholder you have the right to appoint a person (who need not be a Beneficial Shareholder) other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote your Common Shares directly at the Meeting as the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have your Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting your Common Shares registered in the name of your broker (or agent of the broker), you may attend the physical Meeting or virtually as proxyholder for the registered shareholder and vote the Common Shares in that capacity. If you wish to attend the physical Meeting or virtually and indirectly vote your Common Shares as proxyholder for the registered shareholder, you should enter your own name in the blank space on the instrument of proxy provided to them and return the same to your broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Additionally, Absolute may utilize the Broadridge QuickVote service to assist eligible NOBOs with voting their shares over the telephone.

If you would like a person, other than the management nominees identified on the form of proxy or voting instruction form, to virtually attend and participate at the Meeting as your proxy and vote your Common Shares, including if you are a Beneficial Shareholder and wish to appoint yourself as proxyholder to virtually attend, participate, and vote at the Meeting, you must register such proxyholder with Computershare Investor Services Inc. (“Computershare”) after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving an invitation code. Without an invitation code, proxyholders will not be able to virtually participate in or vote at the Meeting.

To register a proxyholder, Absolute shareholders must call Computershare toll free at 1-800-564-6253 or internationally at 1-514-982-7555 or visit <http://www.computershare.com/AbsoluteSoftware> by no later than 11:00 a.m. (PT) on December 5, 2022 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior

to the Meeting, excluding Saturdays, Sundays and holidays) and provide Computershare with the required proxyholder contact information, so that Computershare can provide the proxyholder with an invitation code via email.

You may also appoint some other person or company (who need not be a shareholder of Absolute) to represent you at the physical Meeting being held at the Vancouver offices of Blake, Cassels & Graydon LLP, either by inserting such other person's name or company's name in the blank space provided in the form of proxy or by completing another suitable form of proxy.

A proxy will not be valid unless the completed form of proxy is delivered: to the office of Computershare: (i) by mail or by hand to: Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 or 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; (ii) by fax to: 416-263-9524 or 1-866-249-7775; (iii) online at <http://www.computershare.com/AbsoluteSoftware>; or (iv) by telephone at: 1-866-732-8683 (toll free); no later than 11:00 a.m. (PT) on December 5, 2022 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays), or may be accepted by the chair of the Meeting (the "Chair") prior to the commencement of the Meeting. The Company or the Chair may waive or extend the proxy cut-off without notice.

Alternatively, as a Beneficial Shareholder you may request in writing that your broker send to you a legal proxy which would enable you to attend the Meeting and vote your Common Shares. Please see further instructions under "Appointment and Revocation of Proxies". Beneficial Shareholders who have not made arrangements for the due appointment of themselves as proxyholder will not be able to participate or vote at the Meeting or participate in any subsequent question and answer session. However, Beneficial Shareholders who have not duly appointed themselves as proxyholder may attend the Meeting virtually, including any subsequent question and answer session, as a guest by clicking "I am a guest" and completing the online form. If you are a Beneficial Shareholder and you wish to participate or vote at the Meeting or ask questions in any question and answer session held subsequent to the Meeting, you must follow the procedures for attending the Meeting as a duly appointed proxyholder, and not as a guest.

Solicitation of Proxies

In accordance with *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the Meeting Materials indirectly to the NOBOs and to the OBOs through their Intermediaries, the cost of which will be borne by the Company.

Attending and Participating Physically at the Meeting

At the Meeting, the Company may adopt vaccination verification and/or measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities. These measures may include requiring registered shareholders or duly appointed proxyholders wishing to attend the physical Meeting to provide sufficient proof of vaccination at the Meeting and/or to sign a confirmation letter regarding their health status. If a registered shareholder or duly appointed proxyholder is unable or unwilling to do so, such proxyholder will not be permitted to attend the physical Meeting and will be required to attend the Meeting virtually. **We encourage shareholders to arrange to participate at the Meeting virtually by following the steps set out below. If you intend to participate in the physical Meeting, or to appoint a proxyholder to attend at the physical Meeting on your behalf, we encourage those participants to arrive at the physical Meeting early.**

The Company reserves the right to refuse admission to a shareholder or proxyholder seeking to attend the Meeting if the Company believes the shareholder or proxyholder poses a potential health risk to attendees at the Meeting or would otherwise breach public health restrictions. In addition, any attendees will be required to wear an appropriate face mask and practice social distancing at the Meeting.

Attending and Participating Virtually at the Meeting

The Meeting will be held both physically and in a virtual format via a live webcast. The instructions in this section only apply to those who wish to attend the Meeting virtually. Absolute has made arrangements to enable

shareholders to attend and vote virtually at this year's Meeting to mitigate potential risks to the health and safety of our communities, shareholders, employees, and other stakeholders due to the COVID-19 pandemic. Shareholders will have an equal opportunity to participate at the Meeting regardless of their geographic location.

Absolute shareholders who wish to appoint a third-party proxyholder to represent them through virtual participation at the Meeting and any subsequent question and answer session (including Beneficial Shareholders who wish to appoint themselves as proxyholder to virtually attend, participate and vote at the Meeting) **MUST submit their duly completed proxy or voting instruction form AND register the proxyholder**. See – *“Appointment and Revocation of Proxies”*.

Only registered shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting and to ask questions at any subsequent question and answer session. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the virtual Meeting online at <https://meetnow.global/M7ZDRVA>. Such persons may then enter the virtual Meeting by clicking **“Shareholder”** and entering the 15-digit control number located on the form of proxy or in the email notification received before the start of the Meeting. Beneficial Shareholders who have not made arrangements for the due appointment of themselves as proxyholder will not be able to participate or vote at the Meeting or any subsequent question and answer session but may attend the Meeting virtually, including any subsequent question and answer session as a guest by clicking **“Guest”** and completing the online form:

- **Registered shareholders:** Click **“Shareholder”** and then enter the 15-digit control number. If as a registered shareholder you are using your 15-digit control number to log in to the virtual Meeting and you accept the terms and conditions, you will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the virtual Meeting. If you have already voted by proxy and you vote again during the online ballot during the virtual Meeting, your online vote during the virtual Meeting will revoke your previously submitted proxy. If you have already voted by proxy and do not wish to revoke your previously submitted proxy, do not vote again during the online ballot.
- **Duly appointed proxyholders:** Click **“Invitation Code”** then enter your invitation code. Computershare will provide the proxyholder with a invitation code after the voting deadline has passed.

If you are a Beneficial Shareholder located in the United States and wish to attend, participate and vote at the virtual Meeting or ask questions at any question and answer session or, appoint a third party as your proxyholder, in addition to the steps described above and below under *“Appointment and Revocation of Proxies”*, you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting instruction form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Computershare to either 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 or via the internet at www.investorvote.com.

Requests for registration must be labeled as “Legal Proxy” and be received no later than 11:00 a.m. (PT) on December 5, 2022 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays). You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the virtual Meeting and vote your shares at <https://meetnow.global/M7ZDRVA> during the Meeting. Please note that you are required to register your appointment at <http://www.computershare.com/AbsoluteSoftware>.

If you attend the Meeting virtually, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to test system requirements, check in to the Meeting online, and complete the related procedures.

Appointment and Revocation of Proxies

The persons named in the accompanying form of proxy are the Company's (i) President and Chief Executive Officer, and (ii) General Counsel. You may also appoint some other person or company (who need not be a

shareholder of Absolute) to represent you at the Meeting either by inserting such other person's name or company's name in the blank space provided in the form of proxy or by completing another suitable form of proxy. A proxy will not be valid unless the completed form of proxy is delivered: to the office of Computershare: (i) by mail or by hand to: Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 or 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; (ii) by fax to: 416-263-9524 or 1-866-249-7775; (iii) online at <http://www.computershare.com/AbsoluteSoftware>; or (iv) by telephone at: 1-866-732-8683 (toll free); no later than 11:00 a.m. (PT) on December 5, 2022 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays), or may be accepted by the Chair prior to the commencement of the Meeting. The Company or the Chair may waive or extend the proxy cut-off without notice.

You may also vote your proxy by following the instruction on the proxy form sent to you.

Absolute shareholders who wish to appoint a third party proxyholder to attend and participate at the physical Meeting being held at the Vancouver offices of Blake, Cassels & Graydon LLP as their proxy and vote their Common Shares MUST submit their proxy or voting instruction form, as applicable, appointing such third party proxyholder.

- **Step 1: Submit your proxy or voting instruction form:** To appoint a third party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.

If you wish for you or your proxy holder to attend virtually, and you are a Beneficial Shareholder located in the United States, you must also provide Computershare with a duly completed legal proxy to virtually attend, participate and vote at the Meeting or, if permitted, appoint a third party as your proxyholder to virtually attend, participate and vote at the Meeting. See below under this section for additional details.

- **Step 2: Register your proxyholder (for virtual attendance only):** To register a proxyholder to vote at the Meeting virtually, Absolute shareholders must visit <http://www.computershare.com/AbsoluteSoftware> by no later than 11:00 a.m. (PT) on December 5, 2022 (or, if the Meeting is adjourned or postponed, by the time that is 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays) and provide Computershare with the required proxyholder contact information, so that Computershare can provide the proxyholder with a Username via email. **In order to participate online, shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an invitation code.**

If you are a Beneficial Shareholder and wish to attend and participate at the physical Meeting being held at the Vancouver offices of Blake, Cassels & Graydon LLP, you have to insert your own name in the space provided on the proxy or voting instruction form and follow all of the applicable instructions provided on such proxy or voting instruction form.

If you are a Beneficial Shareholder and wish to attend virtually, you must also register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided in the proxy or voting instruction form. Please also see further instructions under the heading "*Attending and Participating at the Virtual Meeting*".

If you are a Beneficial Shareholder located in the United States and wish to virtually attend, participate, and vote at the Meeting or ask questions at any subsequent question and answer session or, if permitted, appoint a third party as your proxyholder to virtually attend, participate, and vote at the Meeting, in addition to the steps described above "*Attending and Participating at the Virtual Meeting*", you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting instruction form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then

submit such legal proxy to Computershare at either 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

Beneficial Shareholders who have not made arrangements for the due appointment of themselves as proxyholder will not be able to participate or vote at the Meeting or any subsequent question and answer session; however, Beneficial Shareholders who have not duly appointed themselves as proxyholder may attend the Meeting virtually, including any subsequent question and answer session, as a guest by clicking “**I am a guest**” and completing the online form.

To vote your Common Shares, your proxyholder must attend the Meeting. Regardless of who you appoint as your proxyholder, you can either instruct that appointee how you want to vote or you can let your appointee decide for you. You can do this by completing the applicable form or forms of proxy.

You can revoke your proxy by:

- providing a written notice of revocation to Computershare before the end of business on December 5, 2022;
- providing a written notice of revocation to Absolute at its registered office, which is located at the offices of Blake, Cassels & Graydon LLP, Suite 2600, 595 Burrard Street, P.O. Box 49314, Vancouver, British Columbia, V7X 1L3, before the end of business on December 5, 2022;
- voting at the Meeting; or
- any other manner provided by law.

Your revocation of a proxy will not affect a matter on which a vote has already been taken.

If as a registered shareholder you are attending the Meeting virtually, using your 15-digit control number to log in to the virtual Meeting and you accept the terms and conditions, you will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the Meeting. If you have already voted by proxy and you vote again during the online ballot during the Meeting, your online vote during the Meeting will revoke your previously submitted proxy. If you have already voted by proxy and do not wish to revoke your previously submitted proxy, do not vote again during the online ballot.

If as a registered shareholder you are attending the physical Meeting you will be provided the opportunity to vote by ballot at the appropriate time on the matters put forth at the Meeting. If you have already voted by proxy and you vote again by ballot during the Meeting, your vote during the Meeting will revoke your previously submitted proxy. If you have already voted by proxy and do not wish to revoke your previously submitted proxy, do not vote again during the ballot.

If you are a Beneficial Shareholder and wish to revoke previously provided voting instructions, you should carefully follow the instructions provided by your intermediary.

Exercise of Discretion

The nominees named in the accompanying form of proxy will vote or withhold from voting the Common Shares represented by the proxy in accordance with your instructions. The proxy grants the nominees the discretion to vote on:

- each matter or group of matters identified in the proxy where you do not specify how you want to vote;
- any amendment to or variation of any matter identified in the proxy; and
- any other matter that properly comes before the Meeting.

If on a particular matter to be voted on you do not specify in your proxy the manner in which you want to vote, your Common Shares will be voted for the approval of such matter.

As of the date of this Information Circular, the Company's management knows of no amendment, variation, or other matter that may come before the Meeting; but if any amendment, variation, or other matter properly comes before the Meeting, each nominee named in the proxy intends to vote in accordance with the nominee's best judgment.

Late proxies may be accepted or rejected by the Chair at their discretion. The Chair is under no obligation to accept or reject any particular late proxy. The Company or the Chair may waive or extend the proxy cut-off without notice.

If no choice is indicated in the proxy, management's nominees intend to vote **FOR**:

- establishing the number of Directors at seven;
- electing management's nominees for Director; and
- appointing Deloitte LLP as the external auditor of the Company, at remuneration to be fixed by the Board.

ELECTION OF DIRECTORS

The Board currently has seven members. At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of Directors for the ensuing year at seven, subject to such increases as may be permitted by our Articles and the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). The number of Directors will be approved if the affirmative vote of the majority of Common Shares present, or represented by proxy at the Meeting, and entitled to vote is voted in favour to set the number of Directors at seven. The term of office of each of the current Directors will end at the conclusion of the Meeting. Each Director elected at the Meeting will hold office until the end of our next annual meeting, or if no Director is then elected subject to our Majority Voting Policy (as described below), until a successor is elected, or until the Director resigns or is removed.

Advance Notice Policy

On October 25, 2014, the Board adopted an Advance Notice Policy for Director nominations. The Advance Notice Policy was ratified, confirmed, and approved at the Annual General and Special Meeting of our shareholders held on December 8, 2014. Shareholders who wish to nominate candidates for election as Directors must provide timely notice in writing to the Corporate Secretary of the Company at Suite 1400, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1K8, and include the information set forth in the Advance Notice Policy. The notice must be given not less than 30 days and not more than 65 days prior to the date of the Meeting. A copy of the Advance Notice Policy is available on the Company's website and under its profile on www.sedar.com.

Majority Voting Policy

The Board believes that each of the Directors should carry the confidence and support of its shareholders. To this end, the Board has adopted a Majority Voting Policy for the election of Directors. The policy provides that if a nominee for election as Director receives a greater number of "withheld" votes than "for" votes, that nominee will tender a resignation to the chair of the Board following the meeting of shareholders at which the nominee was put forth for election. The Board will consider the offer of resignation and announce its decision on whether to accept it in a press release within 90 days following the meeting of shareholders.

In these deliberations, the Board will consider all factors it deems relevant, including any reasons stated for why shareholders "withheld" votes from the election of that nominee and, as applicable, the length of service and the qualifications of the nominee, the nominee's contributions to the Company, the effect such resignation may have on the Company's ability to comply with any applicable governance rules and policies and the dynamics of the Board, and whether the resignation would be in the best interests of the Company. The Board will be expected to accept the resignation, except in situations where extenuating circumstances would warrant the Director to continue to serve.

This policy only applies in circumstances involving an uncontested election of Directors, being those where the number of Director nominees is the same as the number of Directors to be elected to the Board. A copy of the Majority Voting Policy is available on the Company’s website and under its profile on www.sedar.com.

Director Nominees

Each of the proposed nominees for election has been nominated by management of Absolute. Each nominee is currently a Director of Absolute. See below for certain information regarding the nominees⁽¹⁾, followed by their respective biographies.



Daniel Ryan

Age: 63
 Director Since: June 2011
 Principal Occupation: Chief Executive Officer of CiBO Technologies
 Areas of Expertise: Core Industry; Technical/Engineering; M&A/Capital Markets; Senior Executive
 Common Shares⁽²⁾: 0
 DSUs⁽⁴⁾: 98,721
 Residence: Minnesota, U.S.A.



Lynn Atchison

Age: 62
 Director Since: August 2019
 Principal Occupation: Corporate director
 Areas of Expertise: Financial/Audit & Risk; Core Industry; M&A/Capital Markets; Senior Executive
 Common Shares⁽²⁾: 0
 DSUs⁽⁴⁾: 43,312
 Residence: Texas, U.S.A.



Andre Mintz

Age: 57
 Director Since: August 2021
 Principal Occupation: Vice President, Global Privacy Program at Meta
 Areas of Expertise: Core Industry; Cybersecurity/IT; Financial/Audit & Risk; Senior Executive
 Common Shares⁽²⁾: 0
 DSUs⁽⁴⁾: 16,061
 Residence: North Carolina, U.S.A.



Gregory Monahan

Age: 49
 Director Since: December 2012
 Principal Occupation: Senior Managing Director of Crescendo Partners, L.P. and Portfolio Manager of Jamarant Capital, L.P.
 Areas of Expertise: Financial/Audit & Risk; M&A/Capital Markets; International Markets
 Common Shares⁽²⁾: 0⁽³⁾
 DSUs⁽⁴⁾: 98,721
 Residence: Connecticut, U.S.A.



Salvatore Visca

Age: 56
 Director Since: February 2014
 Principal Occupation: Chief Technology Officer of Elastic Path Software
 Areas of Expertise: Core Industry; Cybersecurity/IT; Technical/Engineering; Senior Executive
 Common Shares⁽²⁾: 0
 DSUs⁽⁴⁾: 101,909
 Residence: Florida, U.S.A.



Gerhard Watzinger

Age: 62
 Director Since: December 2014
 Principal Occupation: Corporate director
 Areas of Expertise: Core Industry; Cybersecurity/IT; Technical/Engineering; Senior Executive; M&A/Capital Markets
 Common Shares⁽²⁾: 0
 DSUs⁽⁴⁾: 98,721
 Residence: Florida, U.S.A.



Christy Wyatt

Age: 50
 Director Since: December 2018
 Principal Occupation: President and Chief Executive Officer of Absolute
 Areas of Expertise: Core Industry; Cybersecurity/IT; Technical/Engineering; Senior Executive; M&A/Capital Markets; International Markets
 Common Shares⁽²⁾: 49,607
 DSUs⁽⁴⁾: 0
 Residence: British Columbia, Canada

Notes:

- 1) Other than with respect to Ms. Wyatt, the information as to principal occupation, place of residence, and the number Common Shares owned, controlled, or directed is not within the knowledge of management of the Company and has been provided by the respective nominees.
- 2) Includes Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each nominee. See below under “*Director Compensation*” for a summary of other Company equity instruments held by the Directors, such as DSUs.
- 3) This includes Common Shares held by Jamarant Capital, L.P.
- 4) DSUs are not voting securities. See below under “*Equity Compensation Plans*” section of this Circular for a description of DSUs. The number of DSUs reported for each nominee as at June 30, 2022.

Daniel P. Ryan

Mr. Ryan joined Absolute as a Director in June 2011, has been chair of the Board since December 2013, and is currently a member of the Audit Committee and the Compensation Committee. Mr. Ryan, a resident of Greenwood, Minnesota, is a software and technology executive with over 30 years of experience and a background in product and market strategy, business development, and mergers and acquisitions. Mr. Ryan is currently the CEO and a director of CiBO Technologies, a science-driven software company that models and simulates agricultural ecosystems. From 2011 to 2018 (until its acquisition by Marlin Equity Partners), Mr. Ryan was the President and CEO of RedBrick Health, which grew into an acknowledged industry leader in SaaS-powered employee well-being and health engagement. Before RedBrick, Mr. Ryan was President and CEO at Secure Computing, a \$250M leader in enterprise security solutions, prior to it being acquired by McAfee, where he served as EVP and General Manager of their \$500M Network Security Business Unit. Prior to Secure Computing, Mr. Ryan served as President and Chief Operating Officer at Stellent, a leading enterprise content management software company that grew revenues from \$2M to \$130M during his tenure before being acquired by Oracle, where he became Senior Vice President of Enterprise Content Management Products. Mr. Ryan joined Stellent from Foglight Software, an innovator in e-commerce and application performance management that was acquired by Quest Software, where he headed marketing, product management, and business development. Mr. Ryan is also a director of LogicStream Health, a clinical process improvement company, and was previously a director of Secure Computing. Mr. Ryan holds a Bachelor of Science degree in Math and Economics from the University of Minnesota.

Lynn Atchison

Ms. Atchison joined Absolute as a Director in August 2019 and is currently the chair of the Audit Committee. Ms. Atchison is a resident of Austin, Texas and currently serves on the boards of Q2 Holdings (NYSE: QTWO), and Bumble (NASDAQ: BMBL). Most recently, Ms. Atchison was the CFO of Spredfast, Inc., a provider of enterprise social media management software. Prior to that, she served as the CFO of the online vacation rental marketplace HomeAway, Inc. from August 2006 until March 2016. During her tenure at HomeAway the business grew from \$10 million to over \$500 million in revenue and Ms. Atchison oversaw over 20 acquisitions, expansion into Europe, South America, and Australia, and an IPO on the Nasdaq in June 2011. Ms. Atchison was also instrumental in the sale of HomeAway to Expedia in December 2015 for \$3.9B. Ms. Atchison is a Certified Public Accountant and holds a degree in Accounting from Stephen F. Austin State University. Ms. Atchison is also National Association of Corporate Directors (“NACD”) Directorship Certified™.

Andre Mintz

Mr. Mintz joined Absolute as a Director on August 5, 2021. Mr. Mintz is a resident of Waxhaw, North Carolina. Mr. Mintz is a seasoned technology and cyber risk management executive with more than 30 years of experience designing, building, and leading information security, data protection, and privacy programs at a global scale. He is also a former law enforcement officer and a U.S. Air Force veteran. Mr. Mintz currently serves as Vice President, Global Privacy Program at Meta and was previously the Chief Information Security Officer (CISO) of Newport Group, a financial services firm and provider of retirement plans, corporate insurance, and consulting services with over a half-trillion dollars in assets under administration. Prior to joining Newport, he was Executive Vice President at Red Ventures, a \$10B portfolio of digital companies and global brands, where he held the combined roles of CISO, Chief Privacy Officer (CPO), and Chief Security Officer (CSO). Mr. Mintz's prior experience also includes: serving as Vice President and Chief Security Officer at Reuters; serving as Director of Trustworthy Computing & Chief Security Strategist at Microsoft; serving on Microsoft's World-Wide Chief Security Officer's Council; and serving as Kinko's first CISO. Mr. Mintz is a Certified Information Systems Security Professional (CISSP) and holds a Graduate Certificate in Cybersecurity from Harvard University. Mr. Mintz also serves on the Board of Directors of the Cloud Security Alliance, a non-profit organization that promotes best practices for providing security assurance within cloud computing and provides education on the uses of cloud computing to help secure all other forms of computing.

Gregory Monahan

Mr. Monahan joined Absolute as a Director in December 2012 and is currently the chair of the Governance and Nominating Committee and a member of the Audit Committee. Mr. Monahan is a resident of Darien, Connecticut. Mr. Monahan is a Senior Managing Director of Crescendo Partners, L.P. and he is the Portfolio Manager of Jamarant Capital, L.P., a New York-based investment firm. Since November 2021, he has also been the CEO of Legato Merger Corp. II, a special purpose acquisition company. Mr. Monahan previously co-founded Bind Network Solutions, a consulting firm focused on network infrastructure and security. Mr. Monahan also serves on the board of directors of Primo Water Corporation (NYSE: PRMW), a leading pure-play water solutions provider in North America, Europe, and Israel. He was formerly a director of: BSM Technologies, a commercial fleet telematics provider; COM DEV International, a designer and manufacturer of space hardware; ENTREC Corporation, a crane and heavy haul transportation company; SAExploration Holdings, a geophysical services company offering seismic data acquisition services to the oil and gas industry; O'Charley's Inc., a multi-concept restaurant company; and Bridgewater Systems, a telecommunications software provider. Mr. Monahan holds a Bachelor of Science degree in Mechanical Engineering from Union College and a MBA from Columbia Business School. Mr. Monahan is also NACD Directorship Certified™.

Salvatore (Sal) Visca

Mr. Visca joined Absolute as a Director in March 2014 and is currently a member of the Compensation Committee and the Governance and Nominating Committee. Mr. Visca is a resident of Miami, Florida and his principal occupation is as Chief Technology Officer of Vertex (NASDAQ: VERX), a leading provider of comprehensive, integrated tax technology solutions, where he has been since March 2021. Prior to joining Vertex, Mr. Visca spent 10 years as the Chief Technology Officer at Elastic Path Software, a privately held e-commerce software company, and from 2005 to 2008 served as the Chief Technology Officer at Business Objects, an enterprise software company specializing in business intelligence. When Business Objects was acquired by SAP in 2007, Mr. Visca transitioned to Chief Technology Officer for the SAP Technology Development Group until 2010. Prior to Business Objects, he held a number of technology leadership positions at Infowave Software and IBM. Mr. Visca served as the chairman of the Advisory Board of Infowave Software Inc. from 2004 to 2006. Mr. Visca also served as a director of DDS Wireless International Inc. from November 2006 to July 2014, as the independent director of Terminal City Capital Inc. from May 2008 to August 2010, and as an advisor of INETCO Systems Limited. Mr. Visca graduated with Honours from the University of Western Ontario with a Bachelor of Science in Computer Science.

Gerhard Watzinger

Mr. Watzinger joined Absolute as a Director in December 2014 and is currently the chair of the Compensation Committee and a member of the Governance and Nominating Committee. Mr. Watzinger, a resident of Naples, Florida, is the chairman of CrowdStrike (NASDAQ: CRWD), a cloud-based security and endpoint protection company, the chairman of Invicti Security and a member of the board of directors at Mastech Digital (NYSE: MHH) and KnowBe4 (NASDAQ: KNBE). Mr. Watzinger previously served as the chief strategy officer and an executive vice president at McAfee, where he was responsible for guiding McAfee's global business strategy and

development. Mr. Watzinger helped accelerate the international expansion of McAfee and directed the company through numerous successful mergers and acquisitions. Mr. Watzinger was also the architect of McAfee's acquisition by Intel, a \$7.7B transaction which is one of the largest deals in the security industry. Mr. Watzinger holds a Bachelor's degree in Computer Science from the University of Applied Sciences in Munich, Germany.

Christy Wyatt

Ms. Wyatt is Absolute's President and Chief Executive Officer. Ms. Wyatt is an effective resident of San Jose, California but also maintains residence in British Columbia. Ms. Wyatt joined Absolute as CEO in November 2018 and became a Director in December 2018. Previously, Ms. Wyatt served as President and CEO of Dtex Systems, a leader in enterprise user intelligence and insider threat detection. Prior to Dtex, Ms. Wyatt was chair, President, and CEO of Good Technology, which was acquired by Blackberry in 2015. Ms. Wyatt has held a variety of executive leadership roles at globally recognized business and technology brands including Citigroup, Motorola, Palm, Apple, and Sun Microsystems. Ms. Wyatt currently serves as a member of the boards of directors (including committees) of Silicon Labs (NASDAQ: SLAB) and Quotient Technology (NYSE: QUOT). She has been named: 'New CEO of the Year' in the December 2020 issue of the Globe and Mail's Report on Business; one of Inc. Magazine's Top 50 Women Entrepreneurs of America; Information Security's CEO of the Year; one of the Fierce Wireless 'Most Influential Women in Wireless'; and one of the Top 50 Women Leaders in SaaS. Ms. Wyatt graduated from the College of Geographic Sciences in Nova Scotia, Canada and also holds the NACD Certificate in Cybersecurity Oversight.

Prior Year's Voting Results

Each of the nominees for election as Director was nominated and elected as a Director at the last annual meeting of shareholders. The voting results for the election of Directors at the Company's Annual General Meeting held on December 14, 2021 are as follows:

Name	Votes For	Percentage For
Daniel Ryan	25,130,531	87.72%
Lynn Atchison	25,187,167	87.92%
Andre Mintz	28,620,318	99.90%
Gregory Monahan	26,554,862	92.69%
Salvatore Visca	25,287,928	88.27%
Gerhard Watzinger	24,670,981	86.12%
Christy Wyatt	25,077,393	87.54%

Absence of Cease Trade Orders, Bankruptcies, Penalties and Sanctions

None of our proposed Directors or executive officers has, within the 10 years prior to the date of this Information Circular, been a director, chief executive officer, or chief financial officer of any company (including Absolute) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity), was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days.

None of our proposed Directors or executive officers or, to the knowledge of the Company, shareholders holding a sufficient number of securities to materially affect control of Absolute has within the 10 years prior to the date of this Information Circular: (i) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) been a director or executive officer of any company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of our proposed Directors or executive officers or, to the knowledge of the Company, shareholders holding a sufficient number of securities to materially affect control of Absolute has: (i) been subject to any penalties or

sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Board Committees

The Board currently has an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee. The membership of these committees is reviewed annually. The Board intends to review and reconstitute the membership of each of these committees following the Meeting.

Audit Committee

The Audit Committee is currently comprised of:

- Lynn Atchison (Chair)
- Gregory Monahan
- Daniel Ryan
- Andre Mintz

The primary functions of the Audit Committee are to: (a) meet with the Chief Financial Officer and other senior finance staff of Absolute and its independent auditors to review matters affecting financial reporting, the system of internal accounting and financial controls and procedures, and the audit procedures and audit plans; (b) appoint the auditors, subject to shareholder approval; and (c) review and recommend to the Board for approval Absolute's financial statements and certain other documents required by regulatory authorities.

The Board defines "financial literacy", as set out in *National Instrument 52-110 – Audit Committees ("NI 52-110")*, as an individual's ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues generally comparable to the breadth and issues that can reasonably be expected to be raised by the Company's financial statements. The Board has determined that all members of the Board are "financially literate" in accordance with 52-110 and the rules of the TSX and Nasdaq and none of the members was an officer or employee of the Company or any of its subsidiaries.

More detailed Audit Committee disclosure as required under NI 52-110 is contained in the Company's Annual Information Form dated August 10, 2021 (the "AIF"), which is available under the Company's profile on www.sedar.com.

Compensation Committee

The Compensation Committee is currently comprised of:

- Gerhard Watzinger (Chair)
- Daniel Ryan
- Salvatore Visca

The primary functions of the Compensation Committee are to: (a) consider the terms of employment of the Chief Executive Officer and certain other executive officers; (b) oversee the Company's general compensation policies; and (c) approve the grant of awards under Absolute's equity compensation plans.

During Fiscal 2022, all members of the Compensation Committee listed above were independent and none of the members was an officer or employee of the Company or any of its subsidiaries.

Governance and Nominating Committee

The Governance and Nominating Committee is currently comprised of:

- Gregory Monahan (Chair)
- Salvatore Visca
- Gerhard Watzinger
- Andre Mintz

The primary functions of the Governance and Nominating Committee are to: (a) provide a focus on governance that will enhance the Company's performance; (b) assess and make recommendations regarding the effectiveness of the Board; and (c) establish and lead the process for identifying, recruiting, appointing, and providing ongoing development for the Directors. The Governance and Nominating Committee also has oversight of the Company's environmental, social, and governance ("ESG") and equity, diversity, and inclusion ("EDI") initiatives and issues.

During Fiscal 2022, all members of the Governance and Nominating Committee listed above were independent and none of the members was an officer or employee of the Company or any of its subsidiaries.

Strategic Planning

The Board oversees the Company's strategic planning. At least annually, the Board conducts a focused review of the strategic business plans and strategies proposed by management and approves such plans and strategies with such changes as the Board deems appropriate. The strategic plans and discussions – which take into account, among other things, the opportunities and risks of the business, strategic objectives of the Company, and budgetary considerations – are developed and presented by management to the Board for its approval, and are revisited with the Board periodically throughout the year.

Risk Oversight

The Board oversees the identification of the principal risks of the Company's business and the implementation of appropriate systems to manage these risks and risk mitigation strategies, including:

- understanding the principal risks of the business in which we are engaged;
- satisfying itself that systems are in place which are designed to effectively monitor and manage those risks with a view to mitigating the potential impact of risks on our overall value and viability;
- reviewing our enterprise risk management framework;
- receiving reports from management and Board committees with respect to the identification, assessment, and management of existing and new material risks; and
- reviewing and discussing with management significant risk exposures and the processes and procedures with respect to risk assessment and risk management.

A management Risk Committee (including, among others, our President & CEO, Interim CFO, General Counsel and Corporate Secretary, EVP, Human Resources, Chief Technology Officer, EVP, Product & Strategy, EVP, Product Development, and Chief Revenue Officer) maintains a dashboard of the evolving strategic, operational, product, cyber, financial, legal, compliance, personnel and other risks facing the Company, which includes an explanation of the risk, measurement of the likelihood of occurrence and resulting impact of the risk, and mitigation efforts being undertaken by the Company. This dashboard is presented at least quarterly by the management Risk Committee to the Audit Committee and the Board for review and discussion.

In addition, each of our Board committees oversees material risk within their functional area and reports to the Board on these matters and associated mitigation strategies regularly.

Board Committee	Risk Oversight Responsibility	Specific Risk Oversight
Audit Committee	<ul style="list-style-type: none"> • Compliance with material credit agreement covenants • Adequacy of liquidity to meet operating and capital plans • Financial risk exposure • Tax strategy • Financial reporting risk • Compliance with legal, financial, taxation and statutory and regulatory reporting matters • Cybersecurity risks 	<ul style="list-style-type: none"> • Compliance with debt covenants monitoring • Cash flow forecasting and liquidity monitoring • Policies for managing financial risk and monitoring performance and compliance with such policies • Tax strategy compliance monitoring • Financial reporting, including internal controls and disclosure controls over financial reporting • Material litigation, claims, and contingencies • Related party transactions • Cyber risk and data security
Compensation Committee	Assess and provide oversight to management with respect to material risks related to the Company’s compensation programs.	<ul style="list-style-type: none"> • Compensation philosophy and programs • Performance objectives and metrics • CEO and executive compensation • Board and executive management stock ownership requirements
Governance and Nominating Committee	Assess, with senior executives of the Company, the Company’s material risk exposures relating to corporate governance	<ul style="list-style-type: none"> • Compliance with Code of Business Conduct, governance policies, and associated legal and regulatory requirements • Procedures to manage conflicts of interest • Oversight on Director & Officer insurance • Review of Director independence • Director succession planning

Please also refer to the “*Information Security*” section of the AIF for more detailed disclosure on the Company’s approach to identifying and mitigating information security risks.

APPOINTMENT OF AUDITOR

Deloitte LLP, Chartered Professional Accountants, of 939 Granville Street, Vancouver, British Columbia, will be nominated at the Meeting for reappointment as Absolute’s external auditor, at the remuneration to be fixed by the Board. Deloitte LLP was first appointed as Absolute’s external auditor by the Company’s shareholders on November 12, 2003. Deloitte LLP has informed the Company that it has a policy which requires the lead audit partner to rotate after a maximum of five years.

The remuneration for the auditors is determined by the Board, and the fees paid to the auditors during the last two fiscal years has been disclosed in the “*Audit Committee Disclosure*” section of the AIF.

OTHER BUSINESS

Management has no knowledge, as at the date hereof, of any business other than that mentioned in the Notice of Meeting, to be presented for action at the Meeting. However, the proxy solicited hereunder confers upon the proxyholder the discretionary right to exercise the powers conferred thereunder upon any other matters and proposals that may properly come before the Meeting.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 – Disclosure of Corporate Governance Practices requires Canadian reporting issuers to disclose their corporate governance practices. This disclosure is set out in the attached Schedule “A” – Statement of Corporate Governance Practices.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company’s equity compensation plans under which equity securities of the Company were authorized for issuance as at the end of Fiscal 2022 (June 30, 2022). See “*Equity Compensation Plans*” for a description of each of the below mentioned plans.

Plan Category	Number of securities to be issued under equity compensation plans ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders			
Omnibus Plan	592,044	N/A	764,025
ESOP	Nil	N/A	Nil
Previous Option Plan	404,005	CAD\$8.82	Nil
Previous PRSU Plan	2,737,760	N/A	Nil
Previous ESOP	Nil	N/A	Nil
Total	3,733,809	CAD\$8.82	764,025⁽²⁾

Notes:

- 1) Except as set out herein, Absolute does not have any Common Share purchase arrangements or other rights to purchase Common Shares outstanding.
- 2) This figure is based on the current 8.8% limit for all equity-based compensation plans of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

In this Information Circular, Named Executive Officer (“**NEO**”) means each of the following individuals:

- (a) the Company’s Chief Executive Officer (“**CEO**”);
- (b) the Company’s Chief Financial Officer (“**CFO**”);
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of Fiscal 2022 whose total compensation was, individually, more than CAD\$150,000 for Fiscal 2022; and
- (d) each individual who would be an NEO under (c) above, but for the fact that they were neither an executive officer of the Company, nor serving in a similar capacity, at the end of Fiscal 2022.

Based on the foregoing, the Company's NEOs for Fiscal 2022 were:

- Christy Wyatt, President and Chief Executive Officer;
- Ron Fior, Interim Chief Financial Officer;
- Peter Chess, General Counsel & Corporate Secretary;
- Mark Grace, EVP, Channel and Revenue Operations; and
- Matt Schoenfeld, Chief Revenue Officer.

Compensation Discussion and Analysis

This section of this Information Circular includes certain terms or performance measures that are not defined under International Financial Reporting Standards ("IFRS"), such as total annual recurring revenue ("ARR") and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"). The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain parties use this information to evaluate the Company's performance, and as a result, uses certain of these measures to evaluate the performance of its employees and executives. For a description of the methodology used to calculate these non-IFRS measures, see the section entitled "Non-IFRS Measures" in the Company's latest Management's Discussion and Analysis (available on SEDAR at www.sedar.com), which is incorporated herein by reference. These measures provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Readers should read these non-IFRS measures in conjunction with the financial statements.

Compensation Objectives

Compensation of the Company's executives has three primary objectives: (i) provide market-competitive compensation to attract and retain executives with the management skills required to execute on the Company's objectives; (ii) reward executive team members for their contribution to the overall success of the Company and for achievement of planned business objectives in their own area of responsibility, while also encouraging teamwork and the building of a high performing organization; and (iii) align the longer-term interests of the Company's executives with the investment objectives of the Company's shareholders through meaningful share ownership programs. In order to meet these objectives, the Compensation Committee considers many factors which influence the overall level of executive compensation.

Compensation Committee

The Compensation Committee is currently composed of Gerhard Watzinger, Daniel Ryan, and Salvatore Visca, all of whom are independent Directors and have prior management experience determining compensation plans and levels in other organizations. See "Election of Directors" for a description of their relevant experience. The Compensation Committee has adopted a charter which outlines the roles, responsibilities, and purposes of the Compensation Committee, and which can be accessed on Absolute's website. The purposes and responsibilities of the Compensation Committee with respect to compensation matters are to determine the Company's compensation philosophy, oversee the development and implementation of executive and Director compensation programs, and review and recommend to the Board any required modifications to the program.

The Compensation Committee regularly reviews the various elements of the Company's compensation program to ensure that each element is aligned with both the goals of the Company and the relevant executive officer. The compensation program is designed to achieve the Company's compensation objectives through:

- **Benchmarking:** The Compensation Committee regularly benchmarks the Company's executive compensation with a broad peer group of Canadian and U.S. companies with particular emphasis on the software and information security sectors. This comparison helps ensure that the Company's executive compensation and benefits package is competitive with the prevailing market. The Company generally aims to compensate its executives between the 50th and 75th percentiles of the peer companies. To ensure that the survey includes the most appropriate companies, the Compensation Committee considers companies of a relatively similar revenue size and market capitalization, that have a global

focus, and that compete with the Company for executives of similar talent and experience, and periodically updates this peer group. In Fiscal 2022, the Compensation Committee considered the benchmarking study performed in Fiscal 2022 and a number of other factors, including information gathered from a third party compensation survey, when determining NEO compensation changes for Fiscal 2022. See below under “*Independent Compensation Consultants*”.

- *Providing Fixed and Variable Compensation:* The Company provides a mix of fixed and variable compensation designed to attract, retain, and motivate top performing executives, and the Company also appropriately links compensation levels with the achievement of relevant Company financial and strategic goals. The Company’s fixed compensation includes salary and certain perquisites and benefits. The Company’s variable compensation includes participation in the Company’s (long-term) equity incentive plans and compensation under short-term incentive plans.
- *Providing a Mix of Equity and Cash Incentives:* The Company provides a mix of equity compensation, through participation in the (long-term) equity incentive plans and variable (bonus) pay cash incentives designed to motivate executive officers to focus on achieving performance results that lead to sustainable long-term shareholder returns.

Independent Compensation Consultants

Under its charter, the Compensation Committee has the authority to select and set the compensation for external compensation consultants or advisors. In Fiscal 2022, the Compensation Committee engaged Willis Towers Watson (“**WTW**”) as an independent compensation consultant to assist the Compensation Committee in determining executive compensation for Fiscal 2022.

WTW was engaged by the Company as an independent compensation consultant in Fiscal 2021. Prior to Fiscal 2021, the Company generally engaged Meridian Compensation Partners (“**Meridian**”) as its principal external compensation consultant, as disclosed in the Company’s previously published statements of executive compensation. Meridian was originally engaged by the Company as an independent compensation consultant in the 2016 fiscal year. In June 2021, WTW was again retained as an independent compensation consultant to assist the Compensation Committee in determining executive compensation for the 2022 fiscal year. Neither WTW nor Meridian has provided any other services to the Company, or to its affiliated or subsidiary entities, or to any of its Directors or members of management, other than or in addition to compensation services provided to the Compensation Committee for the Company’s Directors and/or executive officers.

In Fiscal 2022, the services provided by WTW primarily related to the completion and delivery to the Compensation Committee of an assessment report on the Company’s executive compensation programs, which included (i) an updated benchmarking assessment against an updated group of peer companies, and (ii) observations and recommendations regarding the programs’ design relative to the market and the Company’s objectives. In Fiscal 2022, WTW’s services also included the completion and delivery to the Compensation Committee of an assessment report on the competitiveness of the Company’s non-employee Director compensation program.

As noted, WTW’s mandate in Fiscal 2022 included a fresh benchmarking survey for the executive officers and updating the group of peer companies. The peer group emphasized companies of a similar size to the Company (based on revenue and market capitalization) and in the software and information security sectors. This list comprised a total of 17 peer group companies, with 5 Canada-based and 12 U.S.-based companies. The principal components of the benchmarking were base salary, short-term incentive programs, long-term incentive programs, total cash compensation, and total direct compensation. Total compensation for each selected executive officer was compared to the 25th, 50th, and 75th percentile of the appropriate range, based on the compiled list of Canada and U.S. based companies, and recommendations were then made for consideration of the Compensation Committee.

The companies included in the peer group in Fiscal 2022 were:

- Fastly
- Jamf Holding
- KnowBe4
- Kinaxis Inc.
- Lightspeed POS Inc.
- OneSpan Inc.
- Optiva Inc.
- Ping Identity
- Rapid7, Inc.
- SailPoint Technologies Holdings, Inc.
- SecureWorks
- ShotSpotter, Inc.
- Telos
- Tecsys Inc.
- Tenable Holdings
- Varonis Systems, Inc.
- Zix Corporation

Executive Compensation Related Fees

The aggregate fees billed by WTW, or any of its affiliates, for services related to determining compensation for any of the Company's Directors and executive officers were CAD\$40,583 in Fiscal 2022 and CAD\$38,321 in Fiscal 2021. No fees were billed by Meridian, or any of its affiliates, for services related to determining compensation for any of the Company's Directors and executive officers in Fiscal 2022 or in Fiscal 2021.

All Other Fees

The aggregate fees billed by WTW, or any of its affiliates, for all other services provided were nil in Fiscal 2022 and nil in Fiscal 2021. The aggregate fees billed by Meridian, or any of its affiliates, for all other services provided were CAD\$1,376 in Fiscal 2022 and CAD\$3,802 in Fiscal 2021. The nature of the other services provided by Meridian in Fiscal 2022 related to advising on the payout calculations for vested PSUs (as defined below) that were originally granted during the periods Meridian was the Company's primary external compensation consultant.

Recommendations of the Compensation Committee and Management

In general the Compensation Committee and senior management (as applicable) use information gathered from the independent consultants, third-party compensation surveys, and their own assessment of performance to develop pay strategies and programs and recommendations for the executive officers. In Fiscal 2022, the Compensation Committee considered the benchmarking study performed by WTW as well as a number of other factors, including information gathered from a third-party compensation survey, when determining compensation changes for Fiscal 2022. The Compensation Committee has principal oversight and final approval authority for the CEO's, CFO's, and certain other senior executive officers' compensation. The CEO and other executive officers (as applicable) determine the compensation for the other executive officers who report directly to them, with oversight by the Compensation Committee.

Elements of Compensation

The Company's executive compensation program is currently comprised primarily of the following elements:

- base salary;
- compensation under the Company's short-term incentive plans, which include an annual variable pay plan and/or sales commissions, depending on the particular executive's position;
- participation in the Company's (long-term) equity incentive plans; and
- other perquisites and benefits.

The Determination of Each Element

When determining compensation programs and policies and individual compensation levels for the executive officers, the Compensation Committee takes into consideration a variety of factors. These factors include: (i) the Company's overall financial and operating performance; (ii) industry comparables, as noted above under

“*Independent Compensation Consultants*”; (iii) information from relevant third party compensation surveys; and (iv) senior management’s (as applicable), the Compensation Committee’s, and the Board’s overall assessment of each relevant executive’s individual performance and contribution towards meeting corporate objectives, levels of responsibility, and length of service.

The amount for each element of compensation is determined as follows:

- **Base Salary:** Base salary is provided as a fixed source of compensation for the Company’s executive officers. Base salaries for executive officers are established based on the scope of their responsibilities, competencies, and their prior relevant experience, taking into account compensation paid in the market for similar positions and the market demand for such executive officers. An executive officer’s base salary is determined by taking into consideration the executive officer’s total compensation package and the Company’s overall compensation philosophy. Adjustments to base salaries are determined annually and may be increased based on factors such as the executive officer’s success in meeting or exceeding individual objectives and an assessment of the competitiveness of the then-current compensation. Additionally, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope or breadth of an executive officer’s role or responsibilities, as well as to maintain market competitiveness.
- **Short-term Incentive Plan (Variable/Bonus Pay):** The executive officers are entitled to annual cash-based variable bonus payments, designed to motivate executive officers to meet the Company’s business and financial objectives generally and annual financial performance targets in particular, subject to some adjustment for personal performance in the discretion of the Compensation Committee. The executives’ variable pay opportunity under the short-term incentive plan is typically expressed as a percentage of their base salary, and this percentage is set relative to their job level. The executive officer variable pay plan and the related performance targets are reviewed and approved by the Compensation Committee annually. For Fiscal 2022, the performance targets for variable pay were aligned across the Company, meaning that employees eligible to participate in the Company’s annual corporate bonus program and the executive officers were all focused on the same targets. The performance targets were established by the Compensation Committee and are aligned with those which the Compensation Committee believes will enhance future shareholder value. For Fiscal 2022, the variable pay performance targets are based on the achievement of (i) total ARR growth rate, and (ii) Adjusted EBITDA. For the executive officers, the variable pay opportunity will fluctuate depending on performance against the respective targets, including 50% for threshold achievement and 150% at the maximum. From time to time, the Compensation Committee may change the variable pay plan performance targets in order to provide continued incentive to the executive officers throughout the year, if it becomes clear that the targets as originally outlined are unachievable. In general, the achievement of annual performance targets by the Company triggers the creation of the pool of funds available for variable pay to employees who are not executive officers or commissioned employees.
- **Sales Commissions:** The Chief Revenue Officer and EVP, Channel & Revenue Operations, in their sales leadership roles, benefit from variable compensation in the form of sales commissions. Sales quotas are set based on senior management recommendations, taking into account current market trends and the overall annual budget approved by the Board, and are subject to approval by the CEO. In Fiscal 2022, sales quotas were set semi-annually, with quarterly benchmarks. Due to their nature, sales commissions are generally earned on a pro-rata basis, based on performance. Any sales commission opportunity for a NEO is approved by the Compensation Committee.
- **Long-term Incentive Plan (Equity Ownership):** The executive officers benefit from long-term improved performance by the Company through their participation in the Company’s equity incentive plans. The Compensation Committee may from time to time recommend the grant of options (“**Options**”), performance share units (“**PSUs**”), and/or restricted share units (“**RSUs**”) to the Company’s executive officers. All grants of Options, PSUs, and RSUs are reviewed and approved by the Compensation Committee and the Board. Grants of Options, PSUs, and RSUs are intended to emphasize the executive officers’ commitment to the Company’s growth and the enhancement of shareholder value and to reward executive officers for the Company’s performance through appreciation in equity values. Equity grants are a key component of the executive compensation package and contribute to the Company’s ability to attract and retain qualified executives. Typically, Options, PSUs, and/or RSUs are granted on initial hire, upon promotion, and via an

annual grant to certain employees, including executive officers. The value of the annual equity grant to an executive officer is based on a percentage (depending on job level and based on benchmark data) of the individual's base salary, and in Fiscal 2022 was split evenly between RSUs and PSUs. Pursuant to the Company's current long-term incentive plans:

- no Options were granted to the executive officers in Fiscal 2022;
 - all RSU awards made to the executive officers in Fiscal 2022 vest quarterly over three years on the applicable anniversary of the grant date; and
 - all PSU awards made to the executive officers in Fiscal 2022 have a 3-year performance period. The performance criteria and adjustment factor for all PSUs grants to the executive officers in Fiscal 2022 is based on a combination of the Company's (i) revenue growth over the performance period, and (ii) EBITDA percentage for the last year of the performance period. The adjustment factors for these PSU grants are set at 0%, 50% (threshold), 100% (target) and 200% (maximum), and the adjustment factor for performance between the respective performance targets is interpolated on a straight line basis.
- *Perquisites and Benefits:* The Compensation Committee also determines industry standard perquisite and benefits programs for the executive officers, with some variation between individuals based on location of residence and requirements of the role.

The Company believes that disclosure of the specific targets under the programs/policies referred to under "*Short-term Incentive Plan (Variable/Bonus Pay)*", "*Sales Commissions*", and "*Long-term Incentive Plan (Equity Ownership)*" above would be seriously prejudicial to its interests, as disclosure of these targets would reveal details that could undermine the chosen target criteria and the rationale for choosing such criteria and, as such, is relying on the exemption in Section 2.1(4) of Form 51-102F6 in not disclosing these specific targets. The Company believes these targets are sufficiently and appropriately challenging to reach, while still being achievable. The achievement of targeted objectives, which are established in consideration of the Company's projections for each fiscal year, is based on, among other things, the Company's financial performance. Thus, various economic factors beyond the Company's control, including the Company's market outlook and the global economic environment, may influence the achievement of the Company's results.

Compensation Risk

Both the Compensation Committee and the Board regularly consider the risks associated with the Company's compensation policies and practices. The role of the Board includes assessing and reviewing the principal risks of all aspects of the Company's business, and ensuring proper structures are in place to manage those risks. The role of the Compensation Committee includes developing appropriate terms of employment for certain executive officers and general compensation policy to appropriately balance risks and incentives.

The Company monitors industry standards for compensation practices to identify emerging areas of potential risk or inappropriate incentives. When setting compensation levels, the Company seeks an appropriate balance of base pay, variable pay opportunities, and equity ownership vehicles to balance the short-term and long-term interests of the Company by tying compensation to the achievement of the business and financial objectives of the Company, while also ensuring that the senior management of the Company has sufficient equity exposure to align their interests with the interests of the Company's shareholders. The Company believes that the compensation policies it has established reflect an appropriate mixture of guaranteed compensation, variable pay opportunities, and risk mitigation. The Company believes that senior management collectively owns a sufficient number of Common Shares to discourage the taking of inappropriate risks by senior management.

The Directors and executive officers are prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of the Common Shares or other equity securities of the Company that were granted to them by the Company as compensation, or that are otherwise held (directly or indirectly) by them.

NEO Compensation Paid in Fiscal 2022 – Base Salaries

Base salaries for the NEOs are reviewed by the Compensation Committee at the outset of employment, at the time of any significant change in the role, and typically annually. The following change was made to the base salaries of the NEOs in Fiscal 2022:

- Mr. Fior was hired on a consulting agreement as Interim Chief Financial Officer effective March of 2022 and his base salary is \$100,000 per month.
- Mr. Chess was hired as General Counsel effective March of 2022 and base annual base salary is \$375,000.

NEO Compensation Paid in Fiscal 2022 – Variable (Bonus) Pay Opportunity

The variable pay opportunity for each of the NEOs in Fiscal 2022 is set out below:

Name and Position	Variable Pay Opportunity ⁽¹⁾
Christy Wyatt President and Chief Executive Officer	\$465,658
Ron Fior Interim Chief Financial Officer	\$0 ⁽²⁾
Peter Chess General Counsel and Corporate Secretary	\$48,750 ⁽³⁾
Matthew Schoenfeld Chief Revenue Officer	\$400,000 ⁽⁴⁾
Mark Grace EVP, Channel & Revenue Operations	\$211,110 ⁽⁵⁾

Notes:

- 1) These amounts represent 100% attainment of the respective short-term incentive plan.
- 2) Mr. Fior is on a consulting agreement and is not eligible for variable pay.
- 3) This variable pay opportunity is based on a full year at \$187,500, pro-rated for a start date of March 28, 2022 (rounded).
- 4) The variable pay opportunity for Mr. Schoenfeld was primarily based on the achievement of certain sales targets (as discussed above), with a lesser portion being based on achievement of the company-wide corporate objectives.
- 5) The variable pay opportunity for Mr. Grace was primarily based on the achievement of certain sales targets (as discussed above), with a lesser portion being based on achievement of the company-wide corporate objectives.

The NEOs' opportunities under the Company's variable (bonus) pay plans are reviewed by the Compensation Committee at the outset of employment, at the time of any significant change in the role, and typically annually. The following changes were made to the variable pay opportunities of the NEOs in Fiscal 2022:

- Mr. Fior was hired through a consulting agreement as Interim Chief Financial Officer effective March 7, 2022.
- Mr. Chess was hired as General Counsel and Corporate Secretary effective March 28, 2022. Mr. Chess's standard annual variable pay opportunity was set at \$187,500 (50% of his base salary).

The NEOs' payment pursuant to the annual executive variable (bonus) pay plan for Fiscal 2022 was based on achievement of two annual Company performance targets: (i) total ARR growth rate; and (ii) Adjusted EBITDA. The relevant executive officers achieved an overall attainment of 74.0% of their variable pay opportunity for Fiscal 2022, which was paid early in the fiscal 2023 year. The Company believes that the disclosure of the specific targets and performance on each of the components would be seriously prejudicial to its interests, as disclosure of these targets/components would reveal details that could undermine the chosen criteria and the rationale for choosing such criteria and as such, is relying on the exemption in Section 2.1(4) of Form 51-102F6 in not

disclosing these specific targets. This excludes sales commissions payable to Messrs. Schoenfeld and Grace, which were paid on the basis of their respective pro rata attainment of sales quotas.

Actual amounts paid, and their percentage of total compensation for each NEO, are specified in the “*Summary Compensation Table*” below.

NEO Compensation Paid in Fiscal 2022 – Incentive Plan Awards

Mr. Chess received grants of RSUs and PSUs following the commencement of his employment. Ms. Wyatt and Messrs. Schoenfeld and Grace received annual grants of RSUs and PSUs in August 2022 as part of the annual executive compensation review process, in recognition of their performance in Fiscal 2022 and as a retention tool. The NEOs were also eligible to participate in the ESOP (as defined below).

See “*Statement of Executive Compensation: Incentive Plan Awards – Value Vested or Earned During the Year*” for details of the incentive plan amounts granted to the NEOs in Fiscal 2022.

Compensation Plan Changes for Fiscal 2023

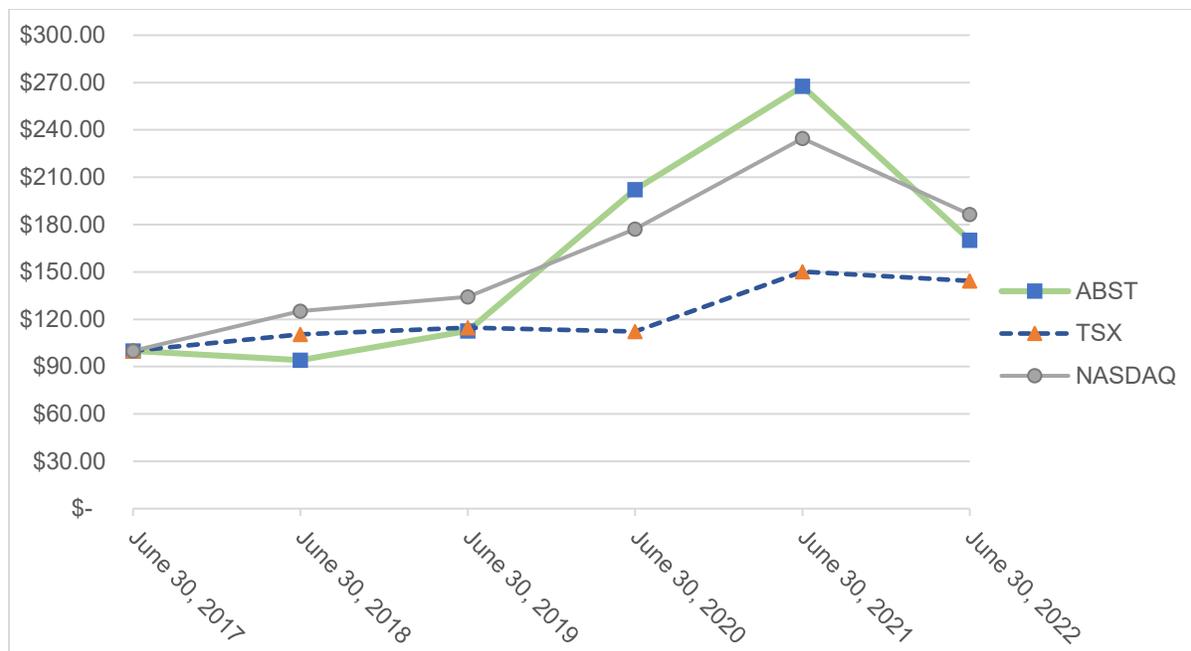
The executives’ compensation for the 2023 fiscal year was reviewed early in the fiscal year, which included base salary changes for certain of the then-employed NEOs.

New performance targets were set by the Compensation Committee for the executives’ variable (bonus) pay opportunity under the short-term incentive plan. For the 2023 fiscal year, this will be based on the achievement of (i) total ARR growth rate, (ii) Adjusted EBITDA, and (iii) a modifier multiple dependent on progress on increasing the diversity of the employee base; with the exception of the diversity modifier, these targets are aligned across the Company, meaning the employees eligible to participate in the Company’s annual corporate bonus program and the executive officers are focused on the same targets.

In addition, updated performance targets and adjustment factors were set by the Compensation Committee for PSU grants to be made to the executives in the 2023 fiscal year, having a 3-year performance period and being based on a combination of the Company’s (i) ARR growth over the performance period, and (ii) EBITDA percentage for last year of the performance period. The adjustment factors for these PSU grants are set at 0%, 50% (threshold), 100% (target) and 200% (maximum), and the adjustment factor for performance between the respective performance targets is interpolated on a straight line basis.

Performance Chart

The following chart shows the shareholder return on the Common Shares for the 5-year period from June 30, 2016 to June 30, 2022, together with the cumulative return for the S&P/TSX Total Return Index and Nasdaq Composite Total Return Index for the same period, based on the closing price on the last trading day of each year and including dividends paid on the Common Shares. The chart assumes an initial investment of CAD\$100.



	June 30, 2017	June 30, 2018	June 30, 2019	June 30, 2020	June 30, 2021	June 30, 2022
Absolute	CAD\$100.00	CAD\$94.11	CAD\$112.67	CAD\$202.14	CAD\$267.60	CAD\$170.08
S&P/TSX Total Return Index	CAD\$100.00	CAD\$110.41	CAD\$114.68	CAD\$112.19	CAD\$150.17	CAD\$144.35
Nasdaq Composite Total Return Index	CAD\$100.00	CAD\$125.06	CAD\$134.26	CAD\$177.25	CAD\$234.58	CAD\$186.34

The trend in the above graph shows that the performance of the Common Shares generally lagged slightly behind the performance of the S&P/TSX Total Return Index for the earlier years of the period but outpaced the performance of the S&P/TSX Total Return Index in Fiscal 2022. Overall compensation for the NEOs has been relatively constant over this 5-year period, with the general exception of higher amounts in the first year of a NEO's employment as a result of inception equity grants. The short-term variable pay opportunity and the PSU component of the long term incentive compensation for the NEOs was in Fiscal 2022, and is for the 2022 fiscal year, based on Company performance in meeting certain financial targets, with annual improvement in these metrics likely to contribute to stock price performance. As a result, changes in the Company's public market valuation do influence NEO compensation. In addition, the post-grant value of these awards will increase if the Company's stock performance improves.

Summary Compensation Table

The compensation paid to the NEOs during the three most recently completed financial years (as applicable based on tenure) is as set out below:

Name and Position	Fiscal Year	Salary ⁽¹⁾	Share-based awards ⁽²⁾⁽³⁾	Option-based awards ⁽⁴⁾	Non-equity incentive plan compensation		Total Compensation
					Annual incentive plans ⁽¹⁾⁽⁵⁾	All other compensation ⁽⁶⁾	
Christy Wyatt ⁽⁷⁾ President and Chief Executive Officer	2022	\$465,833	\$2,499,979	Nil	\$344,587	\$9,525	\$3,319,924
	2021	\$420,000	\$1,060,567	Nil	\$418,070	\$8,925	\$1,907,562
	2020	\$420,000	\$364,965	Nil	\$517,860	\$12,166	\$1,314,991
Peter Chess General Counsel and Corporate Secretary	2022	\$99,519 ⁽⁸⁾	\$999,996	Nil	\$36,075	\$75,938	\$1,211,528
Ronald Fior Interim Chief Financial Officer	2022	\$350,000 ⁽⁹⁾	Nil	Nil	Nil	Nil	\$350,000
Mark Grace EVP, Channel & Revenue Operations	2022	\$316,667	\$194,980	Nil	\$211,126	\$384,228	\$1,107,001
	2021	\$300,000	\$196,953	Nil	\$197,243	\$9,045	\$703,240
	2020	\$300,000	\$223,088	Nil	\$203,461	\$8,893	\$735,442
Matthew Schoenfeld Chief Revenue Officer	2022	\$400,000	\$2,499,979	Nil	\$321,927	\$609,815	\$3,831,721
	2021	\$19,743	Nil	Nil	Nil	\$19	\$19,762

Notes:

- 1) The salary and annual incentive plan payments were paid in United States dollars.
- 2) Share-based awards include RSUs and PSUs. The grant-date fair value of the RSU awards is the fair value of the Common Shares on the date of grant.
- 3) The grant-date fair value of certain PSU awards are determined on the grant date using a Monte Carlo simulation model, taking into account the fair value of the Common Shares on the date of grant, potential future dividends accruing to the unitholder's benefit, and encompassing a wide range of possible future market conditions and Company performance conditions.
- 4) The grant-date fair value of the Option awards is determined in accordance with IFRS 2, "*Share Based Payment*", using a Black-Scholes option pricing model. The Company has chosen this methodology as there are no future performance criteria for the vesting of these Options, other than the passage of time.
- 5) The annual incentive plan compensation (the specific targets for which have not been disclosed) as a percentage of total annual compensation for the year ended June 30, 2022 was 10% for Ms. Wyatt, 3% for Mr. Chess, 19% for Mr. Grace, and 8% for Mr. Schoenfeld.
- 6) Other compensation includes inception bonuses, perquisites, Company contribution to a personal savings plan like a registered retirement savings plan or a 401(k) plan and amounts related to participation in the ESOP. The amount related to the ESOP is calculated as the difference between the price expected to be paid for the number of shares purchased and the fair market value of the shares at the beginning of each ESOP offering period.
- 7) Ms. Wyatt joined Absolute as CEO on November 26, 2018. Ms. Wyatt receives no additional compensation for serving as a Director.
- 8) Mr. Chess joined Absolute as General Counsel and Corporate Secretary on March 28, 2022. The salary is pro-rated from his start date until June 30, 2022.
- 9) Mr. Fior joined Absolute as Interim Chief Financial Officer on March 7, 2022. The salary is pro-rated from his start date until June 30, 2022. Mr. Fior's employment is under a consulting agreement for a monthly fee.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out all Options outstanding as at June 30, 2022 for each NEO:

Name and Position	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price ⁽¹⁾⁽²⁾	Option expiration date	Value of unexercised in-the-money options ⁽²⁾
Christy Wyatt President and Chief Executive Officer	250,000	\$6.78	February 7, 2026	\$457,840
Ronald Fior Interim Chief Financial Officer	Nil	Nil	Nil	Nil
Peter Chess General Counsel and Corporate Secretary	Nil	Nil	Nil	Nil
Matthew Schoenfeld Chief Revenue Officer	Nil	Nil	Nil	Nil
Mark Grace EVP, Channel & Revenue Operations	2,355	\$5.74	August 23, 2023	\$6,762
	15,750	\$5.79	August 25, 2024	\$44,488

Notes:

- 1) All Options have exercise prices denominated in Canadian dollars.
- 2) Translated from Canadian dollars to US dollars using the June 30, 2022 Bank of Canada posted exchange rate of 0.7760.

Outstanding Share-Based Awards – NEOs

The following table sets out all share-based awards (PSUs and RSUs) outstanding as at June 30, 2022 for each NEO:

Name and Position	Share-based Awards		
	Number of securities underlying unvested share-based awards (#)	Value of unvested share-based awards	Value of vested share-based awards not paid out or distributed
Christy Wyatt President and Chief Executive Officer	336,887	\$2,901,814	Nil
Ronald Fior Interim Chief Financial Officer	Nil	Nil	Nil
Peter Chess General Counsel and Corporate Secretary	119,760	\$1,031,565	Nil
Mark Grace EVP, Channel & Revenue Operations	55,241	\$475,827	Nil
Matthew Schoenfeld Chief Revenue Officer	221,221	\$1,905,507	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the year ended June 30, 2022 for each NEO:

Name and Position	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾	Share-based awards – Value vested during the year ⁽³⁾	Non-equity incentive plan compensation – Value earned during the year ⁽⁴⁾
Christy Wyatt President and Chief Executive Officer	\$54,320	\$3,279,262	\$344,587
Ronald Fior Interim Chief Financial Officer	Nil	Nil	Nil
Peter Chess General Counsel and Corporate Secretary	Nil	Nil	\$36,075
Mark Grace EVP, Channel & Revenue Operations	\$21,508	\$546,503	\$211,126
Matthew Schoenfeld Chief Revenue Officer	Nil	Nil	\$321,927

Notes:

- 1) Amount is calculated as the number of Common Shares vested multiplied by the difference between the Common Share price and the exercise price on the date of vesting.
- 2) Translated from Canadian dollars to US dollars using the June 30, 2022 Bank of Canada posted exchange rate of 0.7760.
- 3) Amount is calculated as the number of Common Shares vested multiplied by the Common Share price on the date of vesting.
- 4) Resulting from short-term incentive programs, paid in cash. See “Summary Compensation Table” above.

Pension Plan Benefits

The Company does not have any pension plans that provide for payments or benefits at, following, or in connection with retirement (defined benefit plans or defined contribution plans).

Employment Agreements, Termination and Change of Control Benefits

The Company has written employment agreements with each NEO and each executive is entitled to receive compensation established by the Company, as well as other benefits in accordance with plans available to the most senior employees.

The currently-employed NEOs’ respective written employment agreements entitle them to certain payments at, following, or in connection with termination of their employment (voluntary or involuntary) and/or a change in control of the Company, as follows:

- **Christy Wyatt, President and CEO:**
 - In the event Ms. Wyatt’s employment is terminated without cause or she resigns for good reason, she is entitled to a payment equal to 12 months of base salary, 12 months of variable pay based on the Company’s achievement of the relevant performance targets for the preceding fiscal year, and 12 months of COBRA healthcare costs.
 - In the event Ms. Wyatt’s employment is terminated without cause or she resigns for good reason, all unvested Options and RSUs that would have vested in the calendar year in which the termination/resignation occurs will vest on a pro rata basis to the termination date, and any unvested

PSUs will vest on a prorated basis of time worked after the relevant PSU performance conditions are met.

- In the event Ms. Wyatt's employment is terminated without cause or she resigns for good reason within 90 days prior to or one year following a change of control, she is entitled to a payment equal to 18 months of base salary, 12 months of variable pay calculated at target, and 18 months of COBRA healthcare costs.
- In the event Ms. Wyatt's employment is terminated without cause or she resigns for good reason within 90 days prior to or one year following a change of control, all unvested Options, RSUs, and PSUs held by her vest immediately.

▪ Matthew Schoenfeld, CRO:

- In the event Mr. Schoenfeld's employment is termination without just cause or he resigns for good reason, he is entitled a payment equal to 12 months of base salary.
- In the event Mr. Schoenfeld's employment is terminated with just cause, he is entitled to any Options, RSUs, PSUs, or other stock-based compensation in accordance with the terms of the respective plan. Notwithstanding the foregoing, in the event that Mr. Schoenfeld terminates his employment for good reason or the Company terminates his employment without just cause: (i) the unvested RSUs and Options that would have vested in the calendar year in which the termination date occurs will vest on a pro rata basis up to the termination date, and (ii) any unvested PSUs will vest on a prorated basis up to the termination date and be released on such pro rata basis after the relevant performance conditions of the grant are met.
- In the event Mr. Schoenfeld's employment is terminated for any reason other than just cause, he is entitled to a payment equal to 12 months of base salary and 6 months of COBRA healthcare costs.
- In the event Mr. Schoenfeld's employment is terminated within 12 months following a change of control, or if Mr. Schoenfeld resigns for good reason within 12 months following a change of control, Mr. Schoenfeld will be entitled to a severance payment equal to 12 months of base salary.

▪ Peter Chess, General Counsel

- In the event Mr. Chess's employment is terminated without cause or he resigns for good reason, he is entitled to a payment equal to 12 months of base salary.
- In the event Mr. Chess's employment is terminated without cause of good reason, he is entitled to any Options, RSUs, PSUs, or other stock-based compensation in accordance with the terms of the respective plan.
- In the event Mr. Chess's employment is terminated for any reason other than just cause, he is entitled to a payment equal to 12 months of base salary and 12 months of COBRA healthcare costs.
- In the event Mr. Chess's employment is terminated within 12 months following a change of control, or if Mr. Chess resigns for good reason within 12 months following a change of control, Mr. Chess will be entitled to a severance payment equal to 12 months of base salary.

▪ Mark Grace, EVP, Channel & Revenue Operations:

- In the event Mr. Grace's employment is terminated without cause, he is entitled to a payment equal to 6 months plus one month for each completed year of service (excluding the first year of service) of base salary up to a maximum of 12 months total.
- In the event Mr. Grace's employment is terminated without cause or he resigns for good reason within 12 months following a change of control, he is entitled to a payment equal to 12 months of base salary.
- In the event Mr. Grace's employment is terminated without cause or he resigns for good reason following a change of control, all of his unvested Options, RSUs, and PSUs will be administered in accordance with the terms of the respective plan and grant agreement governing each award.

If the employment of the NEO is terminated with cause: (i) unvested Options, RSUs, and PSUs are immediately cancelled; (ii) vested Options are cancelled at 5pm (PT) on the termination date; (iii) vested RSUs and PSUs

granted prior to December 13, 2018 are redeemed on the termination date; and (iv) vested RSUs and PSUs granted after December 13, 2018 are cancelled immediately.

Under these NEO employment agreements, a change of control is generally defined to have occurred upon: (a) the acquisition or ownership by a person of a stated percentage of Common Shares (ranging between 30% and 51%); (b) the election over any period of two consecutive years of a stated percentage (ranging between 51% and 75%) of Directors who were not incumbent Directors; (c) the sale, lease, exchange, or other disposition of all or substantially all of the assets of the Company; (d) an amalgamation, merger, arrangement or other business combination that results in persons other than the shareholders of the Company owning Common Shares of the continuing entity that entitle the holders thereof to cast a majority of the votes on the election of Directors; or (e) the Board otherwise determining that a change of control has occurred.

The estimated incremental payments from the Company to each of the currently-employed NEOs following (a) termination without cause, or (b) termination without cause or resignation with cause within 12 months following a change of control, assuming the triggering event occurred on June 30, 2022, are as follows:

Name and Position		Termination Without Cause	Change of Control
Christy Wyatt President and Chief Executive Officer	Salary	\$500,000	\$500,000
	Variable Pay	\$370,000 ⁽¹⁾	\$370,000
	Options ⁽²⁾	Nil	\$114,460
	RSUs & PSUs ⁽²⁾	\$714,118	\$2,901,814
Ronald Fior Interim Chief Financial Officer	Salary	Nil	Nil
	Variable Pay	Nil	Nil
	Options ⁽²⁾	Nil	Nil
	RSUs & PSUs ⁽²⁾	Nil	Nil
Peter Chess General Counsel and Corporate Secretary	Salary	\$375,000	\$375,000
	Variable Pay	Nil	Nil
	Options ⁽²⁾	Nil	Nil
	RSUs & PSUs	\$22,610	Nil
Matthew Schoenfeld Chief Revenue Officer	Salary	\$400,000	\$400,000
	Variable Pay	Nil	Nil
	Options ⁽²⁾	Nil	Nil
	RSUs & PSUs	\$553,591	Nil
Mark Grace EVP, Channel & Revenue Operations	Salary	\$316,667	\$316,667
	Variable Pay	Nil	Nil
	Options ⁽²⁾	Nil	Nil
	RSUs & PSUs	Nil	Nil

Notes:

- 1) The terms of Ms. Wyatt's employment agreement stipulate that in the event of termination without cause, she is entitled to receive an annual bonus payment calculated at the percentage set for corporate achievement in the prior year. The Company's short-term incentive plan allows for attainment from 0% to 150%. The amount presented here represents 100% attainment.
- 2) These amounts exclude the value of awards already vested, but unexercised or unredeemed as of June 30, 2022. See "Outstanding Share-Based Awards – NEOs" for those amounts.

Any previously employed NEOs' respective written employment agreements entitle them to certain payments at, following, or in connection with termination of their employment (voluntary or involuntary) and/or a change in control of the Company, as follows:

- Mr. Gatoff received a severance payment in connection with his previous employment and such amount was consistent with his employment agreement. For further information surrounding his payments, please see “*Employment Agreements, Termination and Change of Control Benefits*” in Absolute’s information circular dated November 15, 2021.

Director Compensation

The Company compensates its independent Directors for serving on the Board. In making recommendations to the Board relating to Director compensation, the Compensation Committee considered directors’ compensation offered by similar companies, the Directors’ respective time commitments, and the risks and responsibilities that the Directors assume.

In Fiscal 2022, the Compensation Committee engaged WTW, its independent compensation consultant, to review the competitiveness of the independent Directors’ compensation, including each of the elements: cash retainer, annual and recurring equity grants, Board Chair cash retainer, and committee chair cash retainers. For this benchmarking exercise, the independent compensation consultant utilized the same peer group of companies as employed for the Fiscal 2022 executive compensation review (see – “*Statement of Executive Compensation: Independent Compensation Consultants*”). The compensation consultant’s report concluded that total direct compensation for the Company’s independent Directors was generally comparable to the peer group.

The compensation provided to the Directors in Fiscal 2022, Fiscal 2021, and Fiscal 2020 is set out below:

Name ⁽¹⁾	Fiscal Year	Fees Earned	Share-based Awards ⁽²⁾	Total Compensation
Daniel Ryan	2022	\$90,000 ⁽³⁾	\$110,000	\$200,000
	2021	\$90,000 ⁽³⁾	\$110,000 ⁽⁴⁾	\$200,000
	2020	\$90,000 ⁽³⁾	\$100,000	\$190,000
Lynn Atchison ⁽⁵⁾	2022	\$75,000 ⁽⁵⁾	\$110,000	\$185,000
	2021	\$75,000 ⁽⁵⁾	\$110,000 ⁽⁴⁾	\$185,000
	2020	\$55,404 ⁽⁶⁾	\$154,740	\$210,144
Andre Mintz ⁽⁷⁾	2022	\$54,130	\$110,000	\$164,130
	2021	Nil	Nil	Nil
Gregory Monahan	2022	\$67,500 ⁽⁵⁾	\$110,000	\$177,500
	2021	\$67,500 ⁽⁵⁾	\$110,000 ⁽⁴⁾	\$177,500
	2020	\$67,500 ⁽⁶⁾	\$100,000	\$167,500
Salvatore Visca	2022	\$60,000	\$110,000	\$170,000
	2021	\$60,000	\$110,000 ⁽⁴⁾	\$170,000
	2020	\$60,000	\$100,000	\$160,000
Gerhard Watzinger	2022	\$70,000 ⁽⁵⁾	\$110,000	\$180,000
	2021	\$70,000 ⁽⁵⁾	\$110,000 ⁽⁴⁾	\$180,000
	2020	\$70,000 ⁽⁶⁾	\$100,000	\$170,000

Notes:

- 1) See “*Summary Compensation Table*” above for details regarding Ms. Wyatt’s compensation. Ms. Wyatt receives no additional compensation for serving as a Director.
- 2) In Fiscal 2022, the only equity grants made to the independent Directors were DSUs. The grant-date fair value of the DSU awards is the fair value of the Common Shares on the date of grant.
- 3) Includes compensation of \$30,000 for acting as Chair of the Board.
- 4) The annual DSU grants with respect to Fiscal 2022 were granted early in the 2022 fiscal year due to compliance with certain blackout periods.
- 5) Includes compensation for acting as Chair of a Board committee. This compensation amounted to \$7,500 for Mr. Monahan (Chair of the Governance and Nominating Committee), \$10,000 for Mr. Watzinger (Chair of the Compensation Committee), and \$15,000 for Ms. Atchison (Chair of the Audit Committee).
- 6) Includes compensation for acting as Chair of a Board committee. This compensation amounted to \$7,500 for Mr. Monahan (Chair of the Governance and Nominating Committee), \$10,000 for Mr. Watzinger (Chair of the Compensation Committee), \$7,500 for Ms. Atchison (Chair of the Audit Committee for partial year).
- 7) Mr. Mintz joined the Board effective August 5, 2021.

Outstanding Option-Based Awards – Directors

No Options were granted to the independent Directors in Fiscal 2022. There are no Options held by the independent Directors as at June 30, 2022.

Outstanding Share-Based Awards – Directors

Other than DSUs (as defined below), there were no share-based awards outstanding for the independent Directors as at June 30, 2022. DSUs are redeemed by the Company in cash and no Common Shares are issuable pursuant to the DSU Plan (see – “*Equity Compensation Plans: Deferred Share Unit Plan*”). The following table sets out all DSUs outstanding as at June 30, 2022 for each independent Director:

Name	Share-based Awards		
	Number of securities underlying unvested share-based awards (#)	Value of unvested share-based awards	Value of vested share-based awards not paid out or distributed
Daniel Ryan	6,003	\$51,707	\$798,635
Lynn Atchison	6,003	\$51,707	\$321,364
Andre Mintz ⁽¹⁾	6,003	\$51,707	\$86,635
Gregory Monahan	6,003	\$51,707	\$798,635
Salvatore Visca	6,003	\$51,707	\$826,095
Gerhard Watzinger	6,003	\$51,707	\$798,635

Notes:

- 1) Mr. Mintz joined the Board effective August 5, 2021.
- 2) Translated from Canadian dollars to US dollars using the June 30, 2022 Bank of Canada posted exchange rate of 0.7760.

Incentive Plan Awards – Value Vested or Earned During the Year – Directors

The following table sets out the value vested or earned under incentive plans during the year ended June 30, 2022 for each independent Director:

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year ⁽¹⁾	Non-equity incentive plan compensation – Value earned during the year
Daniel Ryan	Nil	\$191,495	Nil
Lynn Atchison	Nil	\$177,808	Nil
Andre Mintz ⁽²⁾	Nil	\$103,724	Nil
Gregory Monahan	Nil	\$191,495	Nil
Salvatore Visca	Nil	\$192,283	Nil
Gerhard Watzinger	Nil	\$191,495	Nil

Notes:

- 1) This amount is calculated as the number of DSUs vested multiplied by the Common Share price on the applicable date of the DSU's vesting.
- 2) Mr. Mintz joined the Board effective August 5, 2021.

Executive Officer and Director Share Ownership Policy

The Company has an Executive and Outside Director Stock Ownership Policy. This policy was first approved by the Board effective January 1, 2016, was updated on January 29, 2020 following a review of the policy by WTW for currency of the policy relative to prevailing trends and was last updated on May 3, 2022. The purpose of this policy is to align the interests of the Company and its executive officers and Directors with the long-term interests of shareholders and to mitigate excessive short-term risk taking by requiring the NEOs, certain other executive officers, and the independent Directors to attain and maintain a stated level of stock ownership in the Company.

The target ownership levels are specified below:

- *CEO*: 3 times annual base salary
- *CFO, Chief Product Officer, Chief Commercial Officer, and any other senior-level executives as recommended by the CEO and approved by the Compensation Committee (including each NEO other than the CEO)*: 1 times base salary
- *Other Executives, as determined by the CEO and confirmed by the Compensation Committee*: 0.5 times base salary
- *Independent Directors*: 3 times annual cash-based base retainer fee

Each executive officer must fulfill their stock ownership requirement within 5 years of becoming subject to the policy. Each independent Director must fulfill their stock ownership requirement within 3 years of becoming subject to the policy. The policy allows for achievement to be reached via the holding of RSUs, PSUs, and DSUs (as applicable), in addition to Common Shares held outright.

As of the date of this Information Circular, all officers and Directors subject to this policy are in compliance with the policy.

EQUITY COMPENSATION PLANS

Omnibus Equity Incentive Plan

The Omnibus Equity Incentive Plan (the “**Omnibus Plan**”) was adopted by the shareholders of the Company on December 14, 2021 to, among other things: (i) promote further alignment of interests between individuals and other eligible service providers, (ii) to associate a portion of the compensation payable to officers, directors, employees and other eligible service providers of the Company with the returns achieved by shareholders; and (iii) to attract and retain officers, directors, employees and other eligible service providers with the knowledge,

experience and expertise required by the Company. The Omnibus Plan provides flexibility to the Company to grant equity-based incentive awards in the form of Options, RSUs and PSUs, as described in further detail below.

Eligibility

The Omnibus Plan is administered by the Board. Any officer, director or individual employed by the Company or any affiliate, including a service provider, who, by the nature of their position or job is, in the opinion of the Board, in a position to contribute to the success of the Company is eligible to receive grants of Options, RSUs and PSUs (as defined in the Omnibus Plan and for the purposes of this section, collectively the “**Grants**”) under the Omnibus Plan.

Common Shares Subject to the Omnibus Plan

Based on the 52,246,476 Common Shares issued and outstanding as at October 25, 2022, the Company may reserve up to 4,597,689 Common Shares for issuance pursuant to the Omnibus Plan and all other security based compensation arrangements, or 8.8% of the issued and outstanding Common Shares. As at October 25, 2022, the Company had 2,417,027 outstanding grants under the Omnibus Plan, representing 4.6% of the issued and outstanding Common Shares. Taking into account the Common Shares reserved for issuance under all other security-based compensation arrangements of the Company, 2,699,035 Common Shares, or approximately 5% of the Company’s total issued and outstanding Common Shares as at October 25, 2022, are available for issuance pursuant to the Omnibus Plan and all other security-based compensation arrangements of the Company.

For purposes of computing the total number of Common Shares available for grant under the Omnibus Plan, Common Shares subject to any Grant (or any portion thereof) that is forfeited, surrendered, cancelled or otherwise terminated, prior to the issuance of such Common Shares will again be available for grant under the Omnibus Plan.

Burn Rate

The annual Burn Rate (as defined below) under the Omnibus Plan together with the Previous PRSU Plan (as defined below), as described in Section 613(d) of the TSX Company Manual, was 6.1% in Fiscal 2022. The burn rate is calculated by dividing the number of securities granted under the security-based compensation arrangement during the relevant fiscal year by the weighted average number of securities outstanding for the applicable fiscal year (the “**Burn Rate**”). The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period, multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period (a weighted average is adequate in many circumstances). The weighted average number of securities outstanding is to be calculated in accordance with the CPA Canada Handbook, as such may be amended or superseded from time to time.

Omnibus Plan Limits

Under the Omnibus Plan, the maximum number of Common Shares that may be reserved for issuance, in combination with all other security-based compensation arrangements of the Company, will be 8.8% of the Company’s issued and outstanding Common Shares. However, the maximum number of Common Shares that may be issuable to Omnibus Plan Participants (as defined below) who are non-employee directors of the Company, within a one-year period, when taken together with the number of Common Shares issued to such Omnibus Plan Participants (as defined below) under our other previously established or proposed equity compensation plans, collectively, is 1% of the issued and outstanding Common Shares.

The maximum number of Common Shares that are (i) issued to insiders within any one-year period, and (ii) issuable to insiders, at any time, under the Omnibus Plan, or when combined with all of the Company’s other security based compensation arrangements, will not exceed 10% of the number of the aggregate issued and outstanding Common Shares.

The maximum number of Common Shares that may be issuable to an eligible person to whom a Grant is made (an “**Omnibus Plan Participant**”), who are non-employee directors of the Company, within a one-year period, when taken together with the number of Common Shares issued to such Omnibus Plan Participant under our other previously established or proposed equity compensation plans is 1% of the issued and outstanding Common Shares.

In addition to the foregoing limits, the aggregate equity award value of Options that may be granted to an Omnibus Plan Participant, who are non-employee directors of the Company, within any one-year period will not exceed CAD\$100,000, and the aggregate equity award value of all Grants under all of our established or proposed equity compensation plans that may be granted to a non-employee director within any one-year period will not exceed \$150,000.

Grants under the Omnibus Plan

Options issued under the Omnibus Plan, unless otherwise designated by the Board, will vest one-fifth of each Grant on the first five anniversaries of the date of the Grant based on continued employment, and may be exercised during a period determined by the Board, which may not exceed seven years provided that no Grant agreement will permit vesting over a period that is less than five years.

The exercise price for each Common Share subject to an Option will be fixed by the Board but under no circumstances may any exercise price be less than 100% of the Market Price on the date of Grant of the Option, with the “**Market Price**” being on any particular date either (i) the closing price per Common Share on the stock exchange on the trading day immediately preceding the Grant date or other reference date if the Common Shares are listed on only one stock exchange, (ii) the Market Price as determined in accordance with (i) above for the primary stock exchange on which the greatest volume of trading of the Common Shares occurred during the immediately preceding 20 trading days if the Common Shares are listed on more than one stock exchange, or (iii) if the Common Shares are not listed for trading on a stock exchange, a price which is determined by the Board in good faith to be the fair market value of the Common Shares. The exercise of Options may be subject to vesting conditions, including specific time schedules for vesting and performance-based conditions.

Under the Omnibus Plan, Omnibus Plan Participants may be allocated share units in the form of RSUs or PSUs (collectively, “**Omnibus Plan Share Units**”), which represent the right to receive an equivalent number of Common Shares or the Market Price on the vesting date. The value of a Grant of Omnibus Plan Share Units will be based on the Market Price on the Grant date, unless otherwise determined by the Board. The issuance of such Common Shares may be subject to vesting requirements, including such time or performance-based conditions as may be determined from time to time by the Board in its discretion. Omnibus Plan Share Units subject to a Grant will vest in such proportions and on such vesting dates as may be specified in the Grant agreement governing such Grant. The Omnibus Plan provides for the express designation of share units as either RSUs, which have time-based vesting conditions, or PSUs, which have performance-based vesting conditions over a specified period.

From time to time, an Omnibus Plan Participant’s Share Unit account will be credited with dividend Omnibus Share Units in the form of additional RSUs (“**Dividend RSUs**”) or additional PSUs (“**Dividend PSUs**”, together with Dividend RSUs, “**Dividend Share Units**”), as applicable, in respect of outstanding RSUs or PSUs, as applicable, on each dividend payment date in respect of which normal cash dividends are paid on Common Shares. The number of such additional RSUs or PSUs will be calculated by dividing the aggregate dividends or distributions that would have been paid to such Participant if the RSUs or PSUs in the Participant’s Share Unit Account had been Shares by the Market Price on the date on which the dividends or distributions were paid on the Shares. The additional RSUs or PSUs granted to a Participant will be subject to the same terms and conditions, including Vesting and settlement terms, as the corresponding RSUs or PSUs, as the case may be. Dividend Share Units are not paid out until the underlying vested PRSU Share Unit is paid out.

Termination of Grants

Death or Disability – Subject to the applicable Grant agreement and the other terms and conditions of the Omnibus Plan, in the case of an Omnibus Plan Participant’s termination due to death or disability: (i) Options that are vested on the Omnibus Plan Participant’s termination and the number of Grants subject to pro ration over the

relevant period (the “**Pro Rata Portion**”) of the Omnibus Plan Participant’s Options that would have vested under the Grant agreement applicable to such Options within the twelve months following the Omnibus Plan Participant’s termination had the Omnibus Plan Participant remained employed throughout such period will be exercisable during the twelve month period following the Omnibus Plan Participant’s date of death or termination due to disability, as the case may be; (ii) the Pro Rata Portion of the RSUs that have not previously vested and that would have vested under the Grant agreement applicable to such RSUs within the twelve months following the Omnibus Plan Participant’s termination, had the Omnibus Plan Participant remained employed throughout such period, will vest on the Omnibus Plan Participant’s termination; (iii) the Pro Rata Portion of the PSUs that have not previously vested and that are capable of becoming vested under the Grant agreement applicable to such PSUs within the twelve months following the Omnibus Plan Participant’s termination had the Omnibus Plan Participant remained employed throughout such period, will vest on the Omnibus Plan Participant’s termination as if the performance conditions applicable to such PSUs were satisfied at the target (100%) level of performance; and (iv) all other RSUs and PSUs will be forfeited and cancelled immediately as of the Omnibus Plan Participant’s date of termination.

Termination without Cause – Subject to the applicable Grant agreement and the other terms and conditions of the Omnibus Plan, in the event of an Omnibus Plan Participant’s termination without cause (including by way of constructive dismissal): (i) Options that have become vested prior to the Omnibus Plan Participant’s termination will continue to be exercisable during the thirty day period following the Omnibus Plan Participant’s termination and the Pro Rata Portion of the Omnibus Plan Participant’s Options that would have vested under the Grant agreement applicable to such Options within the twelve months following the Omnibus Plan Participant’s termination had the Omnibus Plan Participant remained employed throughout such period will be exercisable during the thirty day period following the Omnibus Plan Participant’s termination; (ii) the Pro Rata Portion of the RSUs that have not previously vested and that would have vested under the Grant agreement applicable to such RSUs within the twelve months following the Omnibus Plan Participant’s termination, had the Omnibus Plan Participant remained employed throughout such period, will vest on the Omnibus Plan Participant’s termination; (iii) the Pro Rata Portion of the PSUs that have not previously and that are capable of becoming vested under the Grant agreement applicable to such PSUs within the twelve months following the Omnibus Plan Participant’s termination had the Omnibus Plan Participant remained employed throughout such period, will vest on the Omnibus Plan Participant’s termination as if the performance conditions applicable to such PSUs were satisfied at the target (100%) level of performance; and (iv) all other Options, RSUs and PSUs will be forfeited and cancelled immediately as of the Omnibus Plan Participant’s date of termination.

Resignation – Subject to the applicable Grant agreement and the other terms and conditions of the Omnibus Plan, in the event an Omnibus Plan Participant is terminated as a result of such Omnibus Plan Participant’s resignation: (i) Options that have not become vested prior to the Omnibus Plan Participant’s termination will immediately be forfeited and cancelled on such termination; (ii) Options that have become vested prior to the Omnibus Plan Participant’s termination will continue to be exercisable during the thirty day period following the Omnibus Plan Participant’s termination; and (iii) all share units that have not vested prior to such termination will be forfeited and cancelled immediately as of the Omnibus Plan Participant’s date of termination.

Termination for Cause – In the event of an Omnibus Plan Participant’s termination for cause: (i) any and all then outstanding Options granted to the Omnibus Plan Participant, whether or not vested, will be immediately forfeited and cancelled, without any consideration therefor, as of the commencement of the day that notice of such termination is given, except only as may be required to satisfy the express minimum requirements of applicable employment standards legislation and (ii) all share units, whether vested or unvested, will be forfeited immediately.

Transferability

No Grants and no rights or interests therein may be assigned, transferred, sold, exchanged, encumbered, pledged or otherwise hypothecated or disposed of by an Omnibus Plan Participant other than by testamentary disposition by the Omnibus Plan Participant or the laws of intestate succession. An Omnibus Plan Participant may designate a beneficiary, in writing, to receive any benefits that are provided under the Omnibus Plan upon the death of such Omnibus Plan Participant.

Capital Changes, Corporate Transactions and Change of Control

The Omnibus Plan contains provisions for the equitable treatment of Grants in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Common Shares or distribution of rights to holders of Common Shares or any other relevant changes to the authorized or issued capital of the Company.

In the event of a change in control prior to the vesting of a Grant, and subject to the terms of an Omnibus Plan Participant's employment agreement and the applicable Grant agreement, the Board will have the authority to determine the effect, if any, of a change in control on the vesting, exercisability, settlement, payment or lapse of restrictions applicable to a Grant.

Black-out Periods

If an Option expires during, or within ten business days after, a routine or special trading blackout period imposed by the Company to restrict trades in the Company's securities, then, notwithstanding any other provision of the Omnibus Plan, the Option will expire ten business days after the trading black-out period is lifted by the Company.

If an Omnibus Plan Participant's Omnibus Plan Share Units would be settled within a blackout period, such settlement will be postponed until the earlier of the trading day following the date on which such blackout period ends and the otherwise applicable date for settlement of the Omnibus Plan Participant's Omnibus Plan Share Units as determined in accordance with the Grant agreement, and the market price of any RSUs or PSUs being settled in cash will be determined as of the earlier of the trading day on which the blackout period ends and the day prior to the settlement date.

Amendment and Termination of the Omnibus Plan

The Omnibus Plan and any Grant made pursuant to the Omnibus Plan may be amended, modified or terminated by the Board without approval of shareholders, provided that no amendment, modification or termination may be made without the consent of an Omnibus Plan Participant if it adversely affects the rights of the Omnibus Plan Participant in respect of any Grant previously made to such Omnibus Plan Participant. For greater certainty, the Omnibus Plan may not be amended without Shareholder approval to do any of the following:

- (a) increase in the maximum number of Common Shares issuable pursuant to the Omnibus Plan;
- (b) increase or remove the limits on Common Shares issuable or issued to insiders;
- (c) reduce the exercise price of an outstanding Option, except for those permissible adjustments as set forth in the Omnibus Plan;
- (d) extend the maximum term of any Grant made under the Omnibus Plan;
- (e) amend the transferability provisions;
- (f) amend or remove the non-employee director participation limits under the Omnibus Plan;
- (g) include other types of equity compensation involving the issuance of Common Shares under the Omnibus Plan;
- (h) amend the amendment provisions of the Omnibus Plan to amend or delete any of (a) through (g) above or grant additional powers to the Board to amend the Omnibus Plan or entitlements without shareholder approval; or
- (i) any amendment that may otherwise require shareholder approval under applicable law,

provided that, Shareholder approval will not be required for, among other things, the following amendments:

- (j) amendments of a "housekeeping" nature;
- (k) a change to the vesting provisions of any Grants;
- (l) a change to the termination provisions of any Grant that does not entail an extension beyond the original term of the Grant; or
- (m) amendments to the provisions relating to a change in control.

Employee Stock Ownership Plan

The new 2021 Employee Stock Ownership Plan (the “**ESOP**”) was adopted by the Board and was approved by the Company’s shareholders on December 14, 2021. The ESOP is intended to encourage share ownership by all eligible employees of the Company and its participating subsidiaries, so that they may share in the potential growth of the Company by acquiring or increasing their proprietary interest in the Company, and that their interests are further aligned with those of the shareholders of the Company. The following is a summary of the ESOP, which is qualified in its entirety by the full text of the ESOP and unless otherwise defined, all undefined terms used in this section will have the same meaning as set forth in the full text of the ESOP.

Eligibility

The ESOP is administered by the Compensation Committee of the Board. Eligible employees who are enrolled in the ESOP accumulate funds for the purchase of Common Shares through payroll deductions in an amount subject to maximum limits set out in the ESOP and as discussed below.

All individuals classified as employees on the payroll records of the Company or a participating subsidiary are eligible to participate in any one or more of the Purchase Periods (as defined below) under the ESOP, provided that as of the first business day of the applicable Purchase Period (as defined below) they are customarily employed by the Company or a participating subsidiary for more than 20 hours per week. Individuals who are not classified as employees of the Company or a participating subsidiary for purposes of the Company’s or applicable participating subsidiary’s payroll system are not considered to be eligible employees of the Company or any participating subsidiary and will not be eligible to participate in the ESOP.

Common Shares Subject to the ESOP and ESOP Plan Limits

Based on the 52,246,476 Common Shares issued and outstanding as at October 25, 2022, there would be 261,232 Common Shares eligible to be issued under the ESOP. As of October 25, 2022, no issuances of Common Shares have been made under the ESOP. The aggregate number of Common Shares reserved for issuance pursuant to the ESOP is equal to 0.5% of the aggregate number of issued and outstanding Common Shares from time to time, provided that the aggregate number of Common Shares reserved for issuance under the ESOP together with all other security based compensation arrangements of the Company (which may result in Common Shares being issued from treasury) will be a number equal to 8.8% of the aggregate number of issued and outstanding Common Shares from time to time.

In addition to the limit on the number of Common Shares issuable to insiders under the ESOP pursuant to the insider participation limit, which limits the maximum number of Common Shares issued to insiders within any one year period, or issuable to insiders at any time, under the ESOP and all other security based compensation arrangements of the Company to 10% of the number of the then issued and outstanding Common Shares of the Company (with any necessary reduction of Common Shares issuable to insiders in violation of this limitation applied pro rata to the insiders and first applied against security-based compensation arrangements other than those in the ESOP), no participant in the ESOP may be granted a purchase right that permits them to purchase more than \$10,000 of the employee’s base salary on a gross basis before any deduction for tax or other amounts for a total of up to \$20,000 per calendar year.

Burn Rate

The annual Burn Rate for Fiscal 2022 was 0% in Fiscal 2022.

Administration of the ESOP

Purchase periods during which payroll deductions will be accumulated under the ESOP will consist of six-month periods being (i) January 1 to June 30 and (ii) July 1 to December 31 of each calendar year (the “**Purchase Period**”).

Twice each year, prior to the first business day of each Purchase Period, the Company will permit eligible employee to enrol in the ESOP and obtain rights to purchase Common Shares following the last day of such

Purchase Period (the “**Purchase Date**”), at the ESOP Grant Price (as defined below). The participant will be entitled to exercise the purchase right so granted only to the extent of the participant’s accumulated payroll deductions on the Purchase Date.

The ESOP Grant Price (as defined below) per Common Share for each Purchase Period will be the lesser of (i) 85% of the Fair Market Price (as defined below) for the Common Shares on the first day of the Purchase Period, and (ii) 85% of the Fair Market Price for the Common Shares on the last day of the Purchase Period (the “**ESOP Grant Price**”).

The term “**Fair Market Price**” on any date is defined in the ESOP as (i) the closing price of the Common Shares on the trading day immediately preceding such day (or the trading day immediately preceding such day if it is not a trading day) on the national securities exchange (such as the TSX or the Nasdaq Global Select Market) or quotation system on which the greatest volume of trading of the Common Shares in that period has occurred, if the Common Shares then traded on such securities exchange or quotation system; or (ii) the average of the closing bid and asked prices last quoted (on that date) by an established quotation service for over-the-counter securities, if the Common Shares are not traded on a national securities exchange or quotation system; or (iii) if the Common Shares are not publicly traded, the fair market value of the Common Shares as determined by the Compensation Committee after taking into consideration all factors which it deems appropriate, including, without limitation, recent sale and offer prices of the Common Shares in private transactions negotiated at arm’s length.

Each eligible employee who continues to be a participant in the ESOP on the Purchase Date will be deemed to have exercised their purchase right on such date and will be deemed to have purchased from the Company such number of Common Shares reserved for the purpose of the ESOP as the participant’s accumulated payroll deductions on such date will pay for at the ESOP Grant Price.

Transferability

A purchase right granted under the ESOP or a participant’s rights under the ESOP may not be pledged, assigned, encumbered or otherwise transferred for any reason, except by will or laws of descent and distribution, and are exercisable during the participant’s lifetime only by the participant. Any attempt to pledge, assign, encumber or transfer a purchase right or any rights hereunder will be deemed to be an election by the participant to withdraw from the ESOP.

Termination of Eligibility

Whenever a participant ceases to be an eligible employee because of retirement, voluntary or involuntary termination, resignation, layoff, discharge, death or for any other reason before the Purchase Date for any Purchase Period, the purchase right will automatically be terminated on the date that the participant ceases to be an eligible employee except in the case of involuntary termination, in which case the purchase right will automatically be terminated on the date that notice of termination of employment is delivered to the eligible employee. In such event, the Company will promptly refund the entire balance of the participant’s payroll deduction account, without interest, to such participant or, in the case of such participant’s death, to their designated beneficiary, as if such participant had withdrawn from the ESOP. Notwithstanding the foregoing, eligible employment will be treated as continuing intact in the case of: (i) a bona fide leave of absence to which a participant is entitled pursuant to applicable employment standards legislation; (ii) a participant’s authorized vacation; or (iii) any other bona fide leave of absence to which a participant is entitled pursuant to applicable law or a written Company policy.

A participant may withdraw from the ESOP on or before the 10th business day prior to the last day of a Purchase Period, in accordance with procedures prescribed by the Company by delivering a withdrawal notice to the Company in which event the Company will refund the amount of the participant’s aggregate payroll deductions for that Purchase Period.

Amendment of the ESOP

The Compensation Committee or the Board may from time to time adopt amendments to the ESOP provided that, without the approval of the shareholders of the Company, no amendment may:

- (a) increase the number of shares that may be issued under the ESOP;
- (b) increase the amount of the cash contribution that may be made by the Company to the purchase of Common Shares by any employee participating in the ESOP;
- (c) increase the maximum dollar amount in any one Purchase Period or calendar year that any eligible participant may direct be made, pursuant to the ESOP, towards the purchase of Common Shares on their behalf through payroll deductions;
- (d) increase the limits on the total number of Common Shares that may be acquired by any one insider of the Company and the insider's associates;
- (e) change the eligible participants that would have the potential for broadening or increasing the insider participation in the ESOP; and
- (f) increase the limit on the total number of Common Shares that may be acquired by insiders of the Company and acquired by insiders within a one-year period.

Previous Share Option Plan

The Company's 2000 Share Option Plan, as amended (the "**Previous Option Plan**") was established to provide incentives to eligible persons to increase their ownership interest in the Company and thereby encourage their continuing association with the Company. The Previous Option Plan was last approved by the Company's shareholders on December 13, 2018.

Since the approval of the Omnibus Plan on December 14, 2021, the Company no longer grants Options under the Previous Option Plan. Following December 13, 2021, all Options outstanding under the Previous Option Plan will continue unaffected, but all previously allocated Options under the Previous Option Plan will no longer be available for reallocation under the Previous Option Plan if they are canceled or expire unexercised.

Eligibility

The Previous Option Plan is administered by the Board. The Previous Option Plan provides that Options exercisable for Common Shares may be issued to officers, employees, and consultants of the Company or a subsidiary of the Company.

Common Shares Subject to the Previous Option Plan

The maximum number of Common Shares that may be reserved for issuance under the Previous Option Plan, in combination with all other security-based compensation arrangements of the Company, is 12% of the Company's issued and outstanding Common Shares. As at October 25, 2022, the Company had 404,005 outstanding grants under the Previous Option Plan, representing 0.7% of the issued and outstanding Common Shares. Since the approval of the Omnibus Plan, the Company no longer grants Options under the Previous Option Plan.

Burn Rate

The annual Burn Rate under the Previous Option Plan was 0.0% in Fiscal 2020, Fiscal 2021, and Fiscal 2022.

Previous Option Plan Limits

The number of Common Shares reserved for issuance to any one person under the Previous Option Plan may not exceed 5% of the issued and outstanding Common Shares. In addition, the number of Common Shares (i) that may be issuable under the Previous Option Plan and any other security-based compensation arrangement of the Company at any time, or (ii) issued under the Previous Option Plan and any other security-based compensation arrangement of the Company within any one year period to insiders of the Company may not exceed 10% of the issued and outstanding Common Shares at that time.

Grants under the Previous Option Plan

The exercise price for each Option is equal to the closing price per share for the Common Shares on the TSX on the last trading day before the date of the grant of the Option. Except for alternate vesting schedules for certain optionees that may be fixed by the Board on a case by case basis, and except for accelerated vesting in certain instances, Options vest after the first, second, third, or fourth year of the term of the Options as to a total number of Common Shares not exceeding 25% of the Common Shares that are the subject of the Options in each such year. All Options expire on a date not later than 7 years after the date of grant of such Option.

For Options issued on or after January 1, 2013, but prior to December 13, 2018, accelerated vesting in respect of a change of control is defined to include, among other things, an accelerated vesting event identified in an employment agreement, the passage of a resolution by the Board determining that an accelerated vesting event has or is deemed to have occurred together with the occurrence of (a) a special resolution of shareholders pursuant to the BCBCA in the event of a take-over bid, (b) the acquisition or continuing ownership by any person or persons acting jointly or in concert of at least 50% of the Common Shares of the Company, or (c) the sale, lease exchange or other disposition of all or substantially all of the Company's assets or a business combination involving the Company that results in securityholders other than current securityholders of the Company owning shares of the continuing entity entitling them to cast over 50% of the votes attaching to all shares of the continuing entity.

For Options issued on or after December 13, 2018, accelerated vesting would occur for an optionee upon the occurrence of: (A) (i) the sale of all or substantially all of the assets of the Company other than to an entity which was an affiliate of the Company prior to the sale; (ii) a reorganization, amalgamation, merger or plan of arrangement with respect to which all or substantially all of the persons who were the beneficial owners of the Common Shares immediately prior to such reorganization, amalgamation, merger or plan of arrangement beneficially own, directly or indirectly, less than 50% of the resulting voting shares on a fully-diluted basis; (iii) a formal bid or tender offer for Common Shares being made as a result of which the offeror and its affiliates would, if successful, beneficially own, directly or indirectly, 50% or more of the Common Shares then outstanding; (iv) during any period of two consecutive years, individuals who at the beginning of the period constituted the Board (together with any new directors whose nomination for election was approved by a vote of a majority of the directors of the Company, then still in the office, who were either directors at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board, then still in office; (v) any transaction determined by the Board to be substantially similar to the above transactions; (vi) any proposed change of control determined by the Board to be a change of control; or (vii) any change of control event identified in an optionees employment agreement and (B) the employment of an optionee being terminated by the Company without cause or the optionee resigning in circumstances constituting constructive termination, in each case within twelve months following any of the events listed above.

If an Option under the Previous Option Plan would otherwise expire during or within 5 business days after the expiration of a black-out period applicable to the optionholder, then such Option expires 10 business days following the expiration of the applicable black-out period.

Termination of Grants

Options terminate upon the happening of certain events. For optionholders who are Directors, their Options terminate upon their ceasing to be a Director. For officers and employees, their Options terminate on the last day such officer or employee worked for the Company, except in limited circumstances. The exceptions to these termination events include, (a) the cases of death, retirement or total disability of the optionholder, in which cases an additional one year, 3 years or 3 years, respectively, are allowed for the exercise of the Options in question, and (b) in the event the optionholder is terminated other than for cause, the optionholder may exercise the Options in question for up to 30 days following termination. Notwithstanding the foregoing, for all Options granted following the December 13, 2018 amendment of the Previous Option Plan, upon the death or disability of an optionee, all Options will vest immediately prior to the optionee's death or disability and become exercisable by the personal representatives of the optionee for 6 months following such death or disability.

Transferability

Except for cases involving assignment to a personal representative in the case of death, an Option may be exercised only by the optionholder to whom it is granted and is not assignable.

Amendment of the Previous Option Plan

Shareholder approval is required for any amendment or modification to the Previous Option Plan that does any of the following:

- increases the aggregate number of Common Shares reserved under the Previous Option Plan;
- extends the option period of Options granted to insiders pursuant to the Previous Option Plan;
- reduces the exercise price of Options granted to insiders pursuant to the Previous Option Plan;
- removes or exceeds the insider participation limit set out in the Previous Option Plan;
- removes the non-transferability limits set out in the Previous Option Plan, or permits the transfer or assignment of Options other than by will or the laws of descent and distribution;
- amends the amending provisions set out in the Previous Option Plan;
- extends the option period of Options granted to any participant in the Previous Option Plan;
- reduces the exercise price of Options granted to any participant in the Previous Option Plan;
- cancels and reissues any Option; or
- expands the categories of eligible optionees to broaden or increase insider participation.

Except for the above-noted matters, the Board retains the power without further shareholder approval to approve all other changes to the Previous Option Plan. Such amendments may include the following:

- changes to the terms and conditions of the Previous Option Plan necessary to ensure that the Previous Option Plan complies with the applicable regulatory requirements, including, without limitation, the rules of the TSX or any other stock exchange on which the Common Shares are then listed or reported, or by any regulatory body having jurisdiction with respect thereto;
- the addition of a cashless exercise feature, payable in cash or securities, whether or not such feature provides for a full deduction of the number of underlying securities from the Previous Option Plan reserve;
- a change to the termination provisions of a security or the Previous Option Plan which does not entail an extension beyond the original expiry date;
- changes to the provisions of the Previous Option Plan respecting the administration of the Previous Option Plan and eligibility for participation under the Previous Option Plan;
- changes to the provisions of the Previous Option Plan respecting the terms and conditions on which Options may be granted, including the provisions relating to the subscription price, the option period, and the vesting schedule;
- the addition of any form of financial assistance to participants for the acquisition of Common Shares, and the subsequent amendment of any such provision which is more favourable to participants;
- changes of a “housekeeping nature”;
- any amendments necessary to suspend or terminate the Previous Option Plan; and
- any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law (including the policies of the TSX).

Previous Performance and Restricted Share Unit Plan

The Performance and Restricted Share Unit Plan, as amended (the “**Previous PRSU Plan**”) was last approved by the Company’s shareholders on December 13, 2018. Pursuant to the Previous PRSU Plan, the Board may, from time to time, determine those eligible employees and officers of the Company who will receive a grant of RSUs and/or PSUs (together with RSUs, “**PRSU Share Units**”). Subject to the Compensation Committee of the Board reporting to the Board on all matters relating to the Previous PRSU Plan and obtaining approval of the Board for those matters required by the Compensation Committee’s mandate, the Previous PRSU Plan is

administered by the Compensation Committee, which has the sole and absolute discretion to recommend to the Board the employees and officers of the Company to whom grants of PRSU Share Units should be made and the number of PRSU Share Units to be granted; to interpret and administer the Previous PRSU Plan; to establish conditions to the vesting of PRSU Share Units; to set, waive, and amend performance targets; and to make any other determinations that the Compensation Committee deems necessary or desirable for the administration of the Previous PRSU Plan. Any decision of the Compensation Committee with respect to the administration and interpretation of the Previous PRSU Plan will be conclusive and binding on the participants.

Since the approval of the Omnibus Plan on December 14, 2021, the Company no longer grants PRSU Share Units under the Previous PRSU Plan. Following December 13, 2021, all outstanding PRSU Share Units under the Previous PRSU Plan will continue unaffected, but that all previously allocated PRSU Share Units under the Previous PRSU Plan will no longer be available for reallocation under the Previous PRSU Plan if they are canceled or expire unexercised.

Eligibility

Any employee or officer (a “**PRSU Plan Participant**”), subject to Board approval, may elect to defer compensation to be received under the Company’s annual incentive (bonus) program by electing to receive such compensation in the form of RSUs by delivering to the Company an election notice not later than December 31 of the year preceding the first date of any period of services over which any compensation to be received under the annual incentive program would be earned. A PRSU Plan Participant who makes such an election will be awarded the number of RSUs determined by dividing the dollar amount of the incentive compensation to be deferred by the FMV (as defined below) as at the award date.

Common Shares Subject to the Previous PRSU Plan

The maximum number of Common Shares that may be reserved for issuance under the Previous PRSU Plan, in combination with all other security-based compensation arrangements of the Company, is 12% of the Company’s issued and outstanding Common Shares. As at October 25, 2022, the Company had 1,494,649 outstanding grants under the Previous PRSU Plan, representing 2.9% of the issued and outstanding Common Shares. Since the approval of the Omnibus Plan, the Company no longer makes any grants under the Previous PRSU Plan.

Burn Rate

The annual Burn Rate under the Previous PRSU Plan was 4.1% in Fiscal 2020, 2.0% in Fiscal 2021 and 4.9% in Fiscal 2022.

Previous PRSU Plan Limits

Pursuant to the terms of the Previous PRSU Plan: (i) the number of Common Shares reserved for issuance pursuant to the Previous PRSU Plan and any other security-based compensation arrangement of the Company to any one person will not exceed 5% of the issued and outstanding Common Shares; (ii) the aggregate number of Common Shares issued to insiders of the Company under the Previous PRSU Plan and under any other security-based compensation arrangement of the Company will not exceed 10% of the issued and outstanding Common Shares within a 12-month period; and (iii) the aggregate number of Common Shares issued to insiders of the Company, or issuable to insiders of the Company at any time, under the Previous PRSU Plan and any other security-based compensation arrangement of the Company, may not exceed 10% of the total number of issued and outstanding Common Shares.

Grants under the Previous PRSU Plan

Each PRSU Share Unit granted to a PRSU Plan Participant under the Previous PRSU Plan will be credited to the PRSU Plan Participant’s PRSU Share Unit account. From time to time, a PRSU Plan Participant’s PRSU Share Unit account will be credited with dividend PRSU Share Units in the form of additional RSUs (“**Dividend RSUs**”) or additional PSUs (“**Dividend PSUs**”, together with Dividend RSUs, “**Dividend Share Units**”), as applicable, in respect of outstanding RSUs or PSUs, as applicable, on each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Such Dividend Share Units will be computed as the

amount of the dividend declared and paid per Common Share multiplied by the number of PRSU Share Units recorded in the PRSU Plan Participant's PRSU Share Unit account on the date for the payment of such dividend, divided by the FMV (as defined below) as at the dividend payment date. Dividend Share Units are not paid out until the underlying vested PRSU Share Unit is paid out.

"**FMV**" for these purposes means the volume weighted average trading price of the Common Shares on the principal stock exchange on which the Common Shares are traded for the 5 trading days immediately preceding the applicable day (calculated as the total value of Common Shares traded over the 5 day period divided by the total number of Common Shares traded over the 5 day period on that exchange).

PRSU Plan Participants may elect at any time to redeem vested PRSU Share Units on any date or dates after the date the PRSU Share Units become vested and on or before the expiry date. A PRSU Plan Participant who does not elect an early redemption date as specified under the Previous PRSU Plan will have vested PRSU Share Units redeemed on their expiry date. The expiry date for PRSU Share Units will be determined by the Compensation Committee for each applicable grant.

The Company will redeem each PRSU Share Unit elected to be redeemed by a PRSU Plan Participant on the applicable redemption date by:

- issuing to the PRSU Plan Participant the number of Common Shares equal to one Common Share for each whole vested PRSU Share Unit elected to be redeemed and delivering (A) such number of Common Shares; less (B) the number of Common Shares with a FMV equal to the amount of all income taxes and statutory amounts required to be withheld ("**Applicable Withholdings**"); or
- at the election of the PRSU Plan Participant and subject to the consent of the Company, paying the PRSU Plan Participant an amount in cash equal to: (A) the number of vested PRSU Share Units elected to be redeemed multiplied by (B) the FMV minus (C) Applicable Withholdings; or
- at the election of the PRSU Plan Participant, a combination of Common Shares and, subject to the consent of the Company, cash, less Applicable Withholdings.

Vesting Provisions

Each RSU will vest on the date or dates designated in the applicable grant agreement or such earlier date as is provided for in the Previous PRSU Plan or is determined by the Compensation Committee, conditional on the satisfaction of any additional vesting conditions established by the Compensation Committee. Typically, RSU grants will vest 1/3 per year over three years on the applicable anniversary of the grant date.

Each PSU will vest on the date or dates designated in the applicable grant agreement or such earlier date as is provided in the Previous PRSU Plan or is determined by the Compensation Committee, conditional on the satisfaction of any additional vesting conditions established by the Compensation Committee. The number of PSUs which will vest on a vesting date will be the number of PSUs and Dividend PSUs scheduled to vest on such vesting date multiplied by the applicable adjustment factor set out and defined in the relevant grant agreement. The adjustment factor will be determined based on achievement of the applicable performance criteria set out in the applicable grant agreement. For PSUs granted after December 13, 2018, the adjustment factor of any such PSU is capped at 200% (or a multiple of 2).

Termination of Grants

In the event that a PRSU Plan Participant's employment is terminated due to resignation by the PRSU Plan Participant or by the Company for just cause, the PRSU Plan Participant will forfeit all rights, title and interest with respect to PRSU Share Units and the related Dividend Share Units which are not vested at the PRSU Plan Participant's termination date. All vested PRSU Share Units will be redeemed as at the PRSU Plan Participant's termination date. Notwithstanding the foregoing, for all PRSU Share Units granted following the December 13, 2018 amendment of the Previous PRSU Plan, in the case of termination by the Company for cause, all PRSU Share Units, whether vested or unvested, and the related Dividend Share Units, will be cancelled as at the PRSU Plan Participant's termination date.

For all PSUs granted prior to the December 13, 2018 amendment of the Previous PRSU Plan, in the event a PRSU Plan Participant's employment is terminated by the Company without cause, a pro-rata portion of the PRSU Plan Participant's unvested PSUs and related Dividend PSUs will vest immediately prior to the PRSU Plan Participant's termination date, based on the number of complete months from the first day of the performance period to the applicable termination date divided by the number of months in the performance period and using an adjustment factor of one. Similarly, for all RSUs granted prior to the December 13, 2018 amendment of the Previous PRSU Plan, if the PRSU Plan Participant's employment is terminated by the Company without cause, a pro-rata portion of the PRSU Plan Participant's unvested RSUs and related Dividend RSUs will vest immediately prior to the PRSU Plan Participant's termination date, based on the number of months from the first day of the grant term to the termination date divided by the number of months in the grant term. For all PRSU Share Units granted following the December 13, 2018 amendment of the Previous PRSU Plan, in the case of a termination of a PRSU Plan Participant without cause, all of the PRSU Plan Participant's unvested PRSU Share Units and related Dividend Share Units will be cancelled as at the PRSU Plan Participant's termination date. For all PRSU Share Units, in the event a PRSU Plan Participant's employment is terminated by the Company without cause, all vested PRSU Share Units will be redeemed as at the PRSU Plan Participant's termination date.

In the event a PRSU Plan Participant's employment is terminated by the death or disability of the PRSU Plan Participant or the PRSU Plan Participant ceases to be employed due to retirement, all of the PRSU Plan Participant's PSUs and RSUs and related Dividend PSUs and Dividend RSUs, as applicable, will vest immediately prior to the date of such event, and for purposes of PSUs using an adjustment factor of one, and will be redeemed as at that date, and all vested PRSU Share Units will be redeemed as at the PRSU Plan Participant's termination date. Notwithstanding the foregoing, for all PRSU Share Units granted following the December 13, 2018 amendment of the Previous PRSU Plan, in the case of the retirement of a PRSU Plan Participant, the PRSU Plan Participant will forfeit all rights, title, and interest with respect to unvested PRSU Share Units, and the related Dividend Share Units.

In the event that employment of a PRSU Plan Participant is terminated by the Company without just cause or if the PRSU Plan Participant resigns in circumstances constituting constructive termination, in each case, within 12 months following a Change of Control (as such term is defined under the Previous PRSU Plan) which includes, among other things the acquisition of 50% or more of the Common Shares, sale of all or substantially all of the assets of the Company, or a significant change in the Directors of the Company, all of the PRSU Plan Participant's PRSU Share Units and related Dividend Share Units as applicable will vest immediately prior to the PRSU Plan Participant's termination date (for purposes of PSUs, using an adjustment factor of one) and will be redeemed as at that date.

Transferability

Rights respecting PRSU Share Units and Dividend Share Units are not transferable or assignable other than by will or the laws of descent and distribution. No financial assistance will be provided by the Company to any PRSU Plan Participant in connection with any award of PRSU Share Units.

Amendment, Suspension or Termination of the Previous PRSU Plan

The Board may amend, suspend or terminate the Previous PRSU Plan, or any portion thereof, at any time, subject to those provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX), if any, that require the approval of shareholders or any governmental or regulatory body. The Board may make any amendments to the Previous PRSU Plan without seeking shareholder approval and the Compensation Committee may correct any defect or supply any omission or reconcile any inconsistency in the Previous PRSU Plan and to the extent the Compensation Committee deems, in its sole and absolute discretion, necessary or desirable. However, shareholder approval (by a majority of votes cast) will be required for:

- amendments to the percentage of Common Shares issuable under the Previous PRSU Plan, including an increase to the fixed maximum percentage of Common Shares or a change from a fixed maximum percentage of Common Shares to a fixed maximum number;
- amendments expanding the categories of PRSU Plan Participants which would have the potential of broadening or increasing insider participation;

- amendments extending the term of a PRSU Share Unit or any rights pursuant thereto held by an insider beyond its original expiry date;
- amendments that add any other provision which results in PRSU Plan Participants receiving Common Shares while no cash consideration is received by the Company;
- amendments which would permit the rights respecting PRSU Share Units or Dividend Share Units to be transferred or assigned other than by will or the laws of descent and distribution;
- amendments to the amending provisions of the Previous PRSU Plan; and
- amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

The Board may, from time to time, in its absolute discretion and without the approval of shareholders, make the following amendments to the Previous PRSU Plan or any PRSU Share Unit:

- any amendment to the vesting provisions applicable to a PRSU Share Unit, including to accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of a PRSU Share Unit, provided that with respect to any PRSU Plan Participant who is a United States citizen or United States resident alien, the acceleration will not accelerate the redemption date applicable to the PRSU Share Unit;
- any amendment to the Previous PRSU Plan or a PRSU Share Unit, as necessary, to comply with applicable law or the requirements of the applicable stock exchange or any other regulatory body having authority over the Company, the Previous PRSU Plan or the shareholders;
- any amendment to permit the conditional redemption of any PRSU Share Unit;
- any amendment of a “housekeeping” nature, including, without limitation, to clarify the meaning of an existing provision of the Previous PRSU Plan, correct or supplement any provision of the Previous PRSU Plan that is inconsistent with any other provisions of the Previous PRSU Plan, correct any grammatical or typographical errors or amend the definitions in the Previous PRSU Plan regarding administration of the Previous PRSU Plan;
- any amendment respecting the administration of the Previous PRSU Plan; or
- any other amendment that does not require the approval of the shareholders, including, for greater certainty, an amendment in connection with a change of control of the Company to assist the Previous PRSU Plan Participants to tender the underlying Common Shares to, or participate in, the actual or potential event or to obtain the advantage of holding the underlying Common Shares during such event, and to terminate, following the successful completion of such event, on such terms as it sees fit, the PRSU Share Units not redeemed prior to the successful completion of the event.

The Board may amend or modify any outstanding PRSU Share Unit in any manner to the extent that the Board would have had the authority to initially grant the award as so modified or amended, provided that, where such amendment or modification is adverse to the holder, the consent of the holder is required to effect such amendment or modification. No new awards of PRSU Share Units may be made under the Previous PRSU Plan after December 16, 2025, being the tenth anniversary of the Previous PRSU Plan’s effective date.

Previous Employee Share Ownership Plan

The Company’s previous employee share ownership plan (the “**Previous ESOP**”), approved by the Company’s shareholders in December 2019, was established to provide an incentive to qualified employees to build a proprietary interest in the Company and thereby encourage their continuing association with the Company. The Previous ESOP is administered by the Board. The Previous ESOP provides for the issuance of Common Shares to employees of the Company or a subsidiary of the Company pursuant to its terms.

Since the approval of the Omnibus Plan on December 14, 2021, the Company no longer issues Common Shares pursuant to the Previous ESOP.

Eligibility

The Previous ESOP is administered by the Board and provides for the issuance of Common Shares to employees of the Company or a subsidiary of the Company pursuant to its terms.

Common Shares Subject to the Previous ESOP and Previous ESOP Limits

As of October 25, 2022, there are no Common Shares reserved for issuance under the Previous ESOP. Since the approval of the Omnibus Plan on December 14, 2021, the Company no longer issues Common Shares pursuant to the Previous ESOP.

The number of Common Shares that may be issued under the Previous ESOP and any other security-based compensation arrangement to insiders of the Company may not exceed 10% of the issued and outstanding Common Shares at that time. With respect to insiders (or their associates), within a one year period, the number of Common Shares that may be issued under the Previous ESOP and any other security-based compensation arrangement to such insiders may not exceed 10% of the issued and outstanding Common Shares at that time. The purchase price of Common Shares under the Previous ESOP is 85% of the lower of the closing Common Share price on the first and last day of the offering Previous ESOP has an annual purchase limit of CAD\$15,000 for each eligible employee.

Burn Rate

The annual burn rate under the Previous ESOP was 0.0% in Fiscal 2020, 0.1% in Fiscal 2021 and 0.2% for Fiscal 2022.

Termination of Eligibility

An employee may withdraw from the Previous ESOP by delivering written notice to the Company on or before the 10th business day prior to the end of the offering period. Upon termination of employment with the Company for any reason (including involuntary with or without cause, resignation, retirement or death), under the terms of the Previous ESOP, an employee will be deemed to have withdrawn from participation in the purchase of Common Shares under the Previous ESOP, effective as of the last date of their employment. Upon receipt of a notice of withdrawal or termination, as described above, the Company will, within 10 business days, return all of the employee's contributions which are being held at such time by the Company.

If an employee's payroll deductions are interrupted by any garnishment or other legal process, the employee will be deemed to have elected to withdraw from the Previous ESOP. An employee's participation in the Previous ESOP will continue during a sick leave or other bona fide leave of absence for up to three months or for so long as the employee's right to re-employment is guaranteed, either by statute or contract, if longer than three months, unless the employee elects to withdraw from participation in the Previous ESOP.

Transferability

An employee's rights under the Previous ESOP may not be pledged, assigned, encumbered or otherwise transferred for any reason other than by will or the laws of descent and distribution.

Amendment of the Previous ESOP

The Compensation Committee may, insofar as permitted by law and subject to any required approval of any stock exchange on which the Common Shares are then listed or quoted, the administrator under the *Employee Investment Act (British Columbia)* and a majority of employee shareholders, amend, modify, revise or otherwise change the terms of the Previous ESOP, in whole or in part, provided that no amendment or revision may use or divert any employee contributions for purposes other than for the purchase of Common Shares pursuant to the Previous ESOP. Such amendments may include:

- amendments of a "housekeeping" nature, including any amendment for the purpose of curing any ambiguity, error or omission or to correct or supplement any provision of the Previous ESOP that is inconsistent with any other provision;
- amendments necessary to comply with the provisions of applicable law;

- amendments respecting the administration of the Previous ESOP, including changing the process by which an employee may participate in the Previous ESOP; and
- amendments to introduce vesting or retention periods in respect of Common Shares purchased pursuant to the Previous ESOP.

However, shareholder approval will be required for:

- any amendment to increase the number of Common Shares reserved for issuance under the Previous ESOP or the maximum amount of Common Shares available for issuance pursuant to the Previous ESOP;
- any amendment to the definition of “Eligible Employee”, “Purchase Price”, and “Shares”;
- any amendment to remove, exceed or increase the limits on insider participation in the Previous ESOP;
- any amendment to introduce Company matching of employee contributions;
- any amendment to the restrictions on the transferability of participating employee’s rights under the Previous ESOP; and
- any amendments to the amendment provisions under the Previous ESOP.

Deferred Share Unit Plan

The Company adopted a deferred share unit plan (the “**DSU Plan**”) effective January 1, 2016. Pursuant to the DSU Plan, non-employee Directors may receive grants of deferred share units (“**DSUs**”) and are entitled to elect to receive DSUs in full or partial satisfaction of their annual retainers, with each DSU having a value equal to the market price of the Common Shares, which under the DSU Plan is equal to the weighted-average closing price of the Common Shares in the period of 5 trading days preceding the date of grant. Although DSUs will typically vest in the calendar year of grant, they are not payable by the Company until the non-employee Director ceases to be a member of the Board. After a Director leaves the Board, their DSUs will be redeemed for cash during a prescribed period at a value equal to the market price of the Common Shares at the date of redemption. No Common Shares are issuable pursuant to the DSU Plan. The Company may amend the DSU Plan as it deems necessary or appropriate, but no such amendment may adversely affect the rights of an eligible Director in DSUs granted prior to the date of amendment without the consent of the Director.

Employee Share Purchase Plan

On February 1, 2022, the Board of Directors approved the Employee Share Purchase Plan (the “**ESPP**”). The terms of the ESPP allow employees to contribute up to an annual maximum of \$15,000, to purchase the common shares of the Company, at the end of a specified offering period. The Company matches approximately 33% of the employee’s contribution, up to an annual maximum of \$5,000. At the end of each offering period, the aggregate employee and Company contributions are used to purchase common shares on the open market. During the year ended June 30, 2022, no common shares were purchased under the ESPP.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during Fiscal 2022 was, an executive officer, Director, proposed nominee for election as a Director, employee or former executive officer, Director, or employee of the Company or any of its subsidiaries, and no associate of the foregoing persons: (a) is, or was at any time since the beginning of Fiscal 2022, indebted to the Company or any of its subsidiaries; or (b) has or had indebtedness to another entity which, or at any time since the beginning of Fiscal 2022 has been, the subject of a guarantee, support agreement, letter of credit, or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

None of the Directors or executive officers of Absolute, nor any person who has held such a position since the beginning of Fiscal 2022, nor any proposed nominee for election as a Director of Absolute, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as set out herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of Absolute, no informed person (a Director, executive officer, or holder of 10% or more of the Common Shares) or nominee for election as a Director of Absolute, or any associate or affiliate of any informed person or proposed Director had any material interest, direct or indirect, in any transaction since the beginning of Fiscal 2022 or in any proposed transaction which has materially affected or would materially affect Absolute or any of its subsidiaries, other than as may be set out in this Information Circular.

MANAGEMENT CONTRACTS

The management functions of the Company or any subsidiary of the Company are not, to any substantial degree, performed by a person other than the Directors or executive officers of the Company or its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to Absolute, including the Annual Information Form, audited financial statements, and related Management's Discussion and Analysis for the period ended June 30, 2022, is available at www.absolute.com, under Absolute's SEDAR profile at www.sedar.com, and on EDGAR at www.sec.gov. References to our website in this Information Circular do not incorporate by reference the information on such website into this Information Circular, and we disclaim any such incorporation by reference.

Copies of the financial statements and Management's Discussion and Analysis may be obtained upon request from Absolute's Corporate Secretary via email to legalnotices@absolute.com. The Company may require the payment of a reasonable charge when a request for documents is made by a person other than a holder of securities of the Company.

The Company is a "foreign private issuer" as such term is defined in Rule 405 under the U.S. Securities Act of 1933, as amended, and is therefore not subject to the same requirements that are imposed upon U.S. domestic issuers by the U.S. Securities and Exchange Commission. Under the U.S. Securities Exchange Act of 1934, as amended, we are subject to reporting obligations that, in certain respects, are less detailed and less frequent than those of U.S. domestic reporting companies. As a result, we do not file the same reports that a U.S. domestic issuer would file with the SEC, although we are required to file or furnish to the U.S. Securities and Exchange Commission the continuous disclosure documents that we are required to file in Canada under Canadian securities laws.

SCHEDULE “A”
STATEMENT OF CORPORATE GOVERNANCE PRACTICES

1. Board of Directors

(a) Independent Directors

The Board currently consists of seven Directors, six of whom are independent within the meaning of “independence” set out in Section 1.4 of NI 52-110. The six independent Directors are: Daniel Ryan, Lynn Atchison, Andre Mintz, Gregory Monahan, Salvatore Visca, and Gerhard Watzinger. Assuming all seven management nominees are elected at the Meeting, six of the Company’s seven Directors following the Meeting will be considered independent.

(b) Non-Independent Directors

Christy Wyatt is the Company’s President and Chief Executive Officer and is therefore not considered to be independent under Section 1.4 of NI 52-110.

(c) Majority Independent

As described in (a) and (b) above: (i) a majority of the current Directors (six of seven) are considered to be independent for the purposes of Section 1.4 of NI 52-110; and (ii) assuming that all seven management nominees are elected at the Meeting, a majority of the Directors following the Meeting (six of seven) will be considered to be independent for the purposes of Section 1.4 of NI 52-110.

(d) Involvement with Other Reporting Issuers

The current Directors are also directors of the following other reporting issuers:

Name of Director	Other Reporting Issuer Directorships
Daniel Ryan	<i>Nil</i>
Lynn Atchison	Bumble Inc. (US) Q2 Holdings, Inc. (US)
Andre Mintz	<i>Nil</i>
Gregory Monahan	Primo Water Corporation (US)
Salvatore Visca	<i>Nil</i>
Gerhard Watzinger	CrowdStrike Holdings, Inc. (US) Mastech Digital, Inc. (US) KnowBe4 (US)
Christy Wyatt	Quotient Technology Inc. (US) Silicon Laboratories, Inc. (US)

None of the nominee Directors serves on the board of directors of a company other than Absolute on which another of the nominee Directors or an executive officer of Absolute also serves.

(e) Meetings of Independent Directors

At each regularly-scheduled quarterly Board meeting and occasionally in connection with ad hoc Board meetings, the independent Directors will hold meetings, or portions of such meetings, at which neither non-independent Directors nor any other members of management are in attendance. The independent Directors held eleven such meetings during the period July 1, 2021 to June 30, 2022. In addition, communication amongst the independent Directors occurs on an ongoing basis as needed.

(f) Independence of Chair

Daniel Ryan, Chair of the Board, is an independent Director.

(g) Attendance Record of Directors at Meetings

The following table sets out the attendance at meetings of the Board and committees of the Board held during the period July 1, 2021 to June 30, 2022⁽¹⁾:

Director	Committee Meeting Attendance			Board Meeting Attendance
	Audit	Compensation	Governance and Nominating	
Daniel Ryan	4/4	3/4	N/A	13/13
Lynn Atchison	4/4	N/A	N/A	13/13
Andre Mintz ⁽²⁾	2/4	N/A	2/4	11/13
Gregory Monahan	4/4	1/4	4/4	12/13
Salvatore Visca	N/A	4/4	4/4	13/13
Gerhard Watzinger	N/A	4/4	4/4	10/13
Christy Wyatt	N/A	N/A	N/A	13/13

Notes:

- 1) Directors who were unable to attend specific Board or committee meetings typically review all materials and provide input directly to the Chair of the Board/committee.
- 2) Mr. Mintz became a Director effective August 5, 2021. As at December 15, 2021, Mr. Mintz became a member of the Audit Committee and the Governance and Nominating Committee.

2. Board Mandate

The Board adopted a written mandate effective January 29, 2020 (the “**Board Mandate**”). The full text of the Board Mandate is included as Schedule “**B**” to this Information Circular and can also be accessed on Absolute’s website.

3. Position Descriptions

(a) Existence of Written Position Descriptions for Board and Committee Chairs

The Board has not developed stand-alone written position descriptions for the Chair of the Board or the Chair of any Board committee. However, the Board Mandate sets out certain responsibilities of the Chair of the Board. In addition, each Board committee has a written charter which governs its responsibilities and activities, including setting out the responsibilities of the chair of the respective Committee. The Board Mandate and each Board committee’s charter can be accessed on Absolute’s website.

(b) Existence of Written Position Description for Chief Executive Officer

The Board has not developed a written position description for the CEO, outside of the job description contained in Ms. Wyatt’s written employment contract. The CEO’s role and responsibilities are assessed annually by the Board.

4. Orientation and Continuing Education

New Board members are provided with a comprehensive orientation program which includes:

- the provision of information respecting the functioning of the Board and its committees;
- explanation of the responsibilities and duties of a Director under applicable corporate and securities law and stock exchange requirements, including advice from external legal counsel;
- copies of the Company’s governing documents, relevant policies, public filings, and material contracts;

- presentations from senior management regarding the Company's principal business units;
- complete access to management and the Company's relevant professional advisors;
- access to educational and training resources, including those offered by NACD; and
- mentorship for newer Directors from more experienced and tenured Directors.

The Board recognizes the importance of ongoing Director development and education, including the need for each Director to take personal responsibility in this area. The Governance and Nominating Committee is responsible for overseeing Director continuing education, designed to maintain or enhance the skills and abilities of the Directors and to ensure that their knowledge and understanding of our business remains current. The Board receives periodic management and external advisor presentations on topics of interest and developing areas of corporate governance. In addition, Board members are welcome to communicate with management and the Company's professional advisors and to take opportunities to observe the Company's operations first-hand.

Each Director also receives an annual stipend from the Company to spend on appropriate Director education and training activities of their choosing. In addition, in Fiscal 2022 the Company provided each Director with membership to NACD, a leading non-profit educational organization for corporate board members, to help them to keep current with industry trends and developments, changes in legislation and attend seminars.

5. Ethical Business Conduct

The Board has adopted a written Code of Business Conduct (the "**Code**") for the Company that applies to all Directors, officers, and employees. The Code requires all Directors to fully disclose any conflicts or potential conflicts of interest immediately upon the identification thereof. The Code can be accessed on Absolute's website.

The Board monitors compliance with this Code primarily through the Company's whistleblower policy and through regular updates from management of the Company. At each regularly-scheduled quarterly Governance and Nominating Committee meeting, management reports on any material violations of the Code that may have occurred in the preceding fiscal quarter.

6. Nomination of Directors

The recruitment and nomination of Directors is overseen by the Governance and Nominating Committee. Recruitment of new Directors generally results from recommendations made by the Directors, senior management, or shareholders. From time to time, the Governance and Nominating Committee may engage external recruiters to assist with recruitment of new Director candidates. Candidates are assessed by the Governance and Nominating Committee on the basis of their skills, expertise, experience, independence, background, contribution to diversity, and other factors. The Governance and Nominating Committee will also periodically assess the existing skills on the Board (see below under "*Board Skills and Experience*") and whether to seek new Director(s) with particular skill sets that could be complementary to the Board.

7. Compensation

The amount and form of Director compensation is reviewed annually by the Compensation Committee, partly in comparison to compensation information disclosed by other comparable companies and periodically with the input from an external independent compensation consultant. Resulting recommendations are made to the full Board for its final approval. See "*Statement of Executive Compensation: Director Compensation*" in this Information Circular.

The Compensation Committee determines the compensation of the NEOs and oversees the compensation of the Company's other executive officers. The Compensation Committee seeks to ensure that the Company has policies and plans for executive compensation that are motivational and competitive, in order to attract, retain, and motivate the performance of executive management and other key personnel. The Compensation Committee typically meets at least quarterly and at other intervals as necessary to fulfil its responsibilities. See "*Statement of Executive Compensation*" in this Information Circular.

8. Other Board Committees

The Board currently has no standing committees other than the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee.

9. Director Assessments

The Board, its committees, and individual Directors are regularly assessed with respect to their effectiveness and contribution. On an annual basis, each Director is required to complete a detailed questionnaire and self-evaluation in order to assess the effectiveness of the Board, each committee, and the individual Directors. The purpose of this annual review process is to assist the Board in assessing:

- Board structure, composition, diversity, experience, mandate and responsibilities, and effectiveness;
- committee meetings, composition, mandate, and effectiveness; and
- Director attendance, preparedness, contribution and participation, knowledge of the business, and required skills and expertise.

These surveys are collected by the Company's external legal counsel and the results are summarized and reported to the Chair of the Governance and Nominating Committee. The Governance and Nominating Committee also values the feedback of senior management and from time to time undertakes a 360-degree Board assessment, which involves an anonymous survey completed by select officers of the Company. These surveys are also collected by the Company's external legal counsel and the results are summarized and reported to the Chair of the Governance and Nominating Committee. The Chair of the Governance and Nominating Committee presents appropriate reports of the assessment process to the full Governance and Nominating Committee and to the Board, which may include recommendations for changes or improvements at the individual Director, committee, and/or full Board levels.

In addition, the Board satisfies itself that the Board, its committees, and the individual Directors are performing effectively by conducting informal assessments from time to time (including by the Chair of the Board and/or the Chair of the Governance and Nominating Committee).

10. Board Skills and Experience

The Governance and Nominating Committee has developed a “competency” matrix in which Directors indicate their level of skill and experience in each competency identified as important for a company like Absolute. The table below illustrates how many Directors have indicated they have the relevant competency at an average or better level:

Competency ⁽²⁾	Number of Directors Qualified ⁽¹⁾
C-Suite leadership	4
Strategic Planning	5
CEO Experience	2
Corporate Governance	5
Risk Management	5
Executive Compensation	5
Technology and R&D	5
Information Security	5
Software-as-a-Service	5
Finance and Accounting	5
Human Resources	5
Law	2
Government and Regulatory	2
Capital Markets	5
M&A (mergers and acquisitions)	5
Public Company Directorship	5
ESG	3
EDI	3

Notes:

- 1) Six Directors provided their competency matrix levels.
- 2) Each Director has indicated they have (i) average or better competency in at least 12 of these areas, and (ii) above average competency in at least 5 of these areas.

11. Director Term Limits and other Mechanisms of Board Renewal

The Company has not adopted term limits or other mechanisms to force Board renewal. Given the normal process of annual elections of individual Directors by the shareholders of the Company and the fact that individual Directors also undertake comprehensive annual Director assessments, the Board has determined that term limits or a mandatory retirement policy are not necessary. Directors who have served on the Board for an extended period of time are in a unique position to provide valuable insight into the operations and future of the Company based on their experience with a perspective on the Company’s history, performance, and objectives. The Board believes it is important to have a balance between Directors who have tenure and an understanding of our company business and more recently appointed Directors who bring new perspectives and ideas to the Board and the Company. The Board believes that the current constitution of the Board adequately reflects this balance.

12. Equity, Diversity, and Inclusion (Ethnic Diversity)

Absolute greatly values EDI across our organization and in our leadership. Having a diverse Board and senior management offers a depth of perspective that enhances Board and management operations and performance. Having a diverse and inclusive organization overall is beneficial to our success, and we are committed to EDI at all levels to ensure that we attract, retain, support, and promote the brightest and most talented individuals. Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think, and improves oversight, decision-making, and governance. The Company is also committed to removing systemic barriers within the organization and fostering an inclusive culture based on merit and free of conscious or unconscious bias.

In addition, as at the date of this Information Circular:

- 29% of our Directors and 25% of the members of our leadership team identify as women, including our President and CEO;
- 33% of our Board committees are chaired by individuals who identify as women; and
- 14% of our Directors and 15% of the members of our leadership team are visible minorities (as defined in the *Employment Equity Act* (Canada), Aboriginal peoples and/or self-identify as LGBTQ+.

The Board and management value diversity of experience, perspective, education, background, race, national/indigenous origin, gender, sexual orientation, physical abilities, and other personal characteristics as part of overall evaluations of Director nominees for election or re-election to the Board and as part of evaluation of candidates for management positions. The Company does not currently have a formal written policy or set target regarding the number of women or other historically marginalized groups on the Board or in executive officer positions. This is achieved through ensuring that diversity considerations are taken into account in Board and senior management succession planning, continuously monitoring the level of representation on our Board and in senior management positions of women and other historically marginalized groups, continuing to broaden recruiting efforts to attract and interview diverse pools of candidates, committing to mentorship, training, and networking opportunities to ensure that our most talented employees are developed and promoted from within our organization, and continuously focusing on building a culture of EDI across our global organization.

While we have made significant progress in this area, the Company is actively continuing to develop its talent management strategy and policies for employees, senior leadership, and Directors to ensure that EDI is appropriately reflected in every area of the organization, including succession planning, leadership, compensation, development, and talent identification. The Company also intends to appropriately gather data from its organization and provide public disclosure about its diversity statistics in the near future.

The Company has an EDI Steering Committee composed of a diverse cross-section of our global employee base with the purpose of guiding the advancement of EDI initiatives at Absolute. The EDI Steering Committee, chaired by our EVP, Human Resources, provides advisory support to our President & CEO and leadership team in their goal to promote an inclusive culture for all employees, including those from historically marginalized communities.

Please refer to Absolute's Corporate Social Responsibility Report (published in August 2021 and available on the Company's website) which further describes our EDI initiatives.

SCHEDULE “B”
BOARD OF DIRECTORS MANDATE

1. Purpose

The members of the Board of Directors (the “**Board**”) of Absolute Software Corporation (the “**Company**”) have the duty to supervise the management of the business and affairs of the Company. The Board, collectively and through its committees and the Chair of the Board (the “**Chair**”), will provide direction to senior management, generally through the Company’s Chief Executive Officer (the “**CEO**”) to pursue the best interests of the Company.

2. Duties and Responsibilities

The Board will have the specific duties and responsibilities outlined below, in addition to those other duties and responsibilities required by the Articles of the Company (the “**Articles**”) and applicable corporate and securities laws and regulations. The Board will make major policy decisions, delegate to management the authority and responsibility for the day-to-day affairs of the Company, and review management’s performance and effectiveness on an ongoing basis.

Strategic Planning

(a) Strategic Plans

The Board will oversee the Company’s strategic plans. In this context, the Board will assess the competitive environment, the opportunities for the Company’s business, applicable risks, and significant Company business practices and products.

(b) Business and Financial Plans

The Board will oversee the Company’s annual business and financial plans and policies and processes generated by management relating to the authorization of major investments and significant allocations of capital.

(c) Monitoring

The Board will regularly review management’s implementation of the Company’s strategic, business, and financial plans. The Board will review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

(d) General

The Board will oversee the risk identification, assessment, management, monitoring, and reporting activities of management to ensure the effective implementation of the Company’s risk management framework.

(e) Monitoring of Controls

The Board will monitor the integrity of the Company’s internal controls and management information systems.

(f) Compliance

The Board will supervise the Company’s compliance activities, including in the areas of legal/regulatory compliance and corporate policies within the purview of the Board.

Senior Management

(g) Organization and Succession Review

The Board will regularly review the Company's organizational structure and succession planning.

(h) Integrity of Senior Management

The Board will seek to satisfy itself as to the integrity of the CEO and other senior officers, and that the CEO and other senior officers strive to create a culture of integrity throughout the Company.

Corporate Governance

(i) General

The Board, primarily through the Board's Governance and Nominating Committee, will develop the Company's approach to corporate governance.

(j) Ethics Reporting

The Board has adopted a written Code of Business Conduct (the "**Code**") applicable to directors, officers, and employees of the Company. The Board will monitor the Company's compliance with, or material deficiencies from, the Code and approve changes to the Code it considers appropriate from time to time.

Each Director will notify the Board of any personal conflict, or potential conflict, of interest in accordance with the Code.

(k) Board Mandate Review

The Board will periodically review and assess the adequacy of this Mandate to ensure compliance with applicable legal, regulatory, and industry standards and approve any modifications to this Mandate as considered advisable.

Communications

(l) Disclosure Policy

The Board will adopt, and monitor the Company's compliance with, the Company's Disclosure Policy.

(m) Shareholders

The Company endeavours to keep its shareholders and other stakeholders informed of its progress through its public disclosure filings (including annual information form, quarterly financial reports, and periodic press releases) and certain shareholder/investor events. Shareholders may also seek and obtain appropriate information via the Company's Investor Relations function.

3. Board Composition

General

The composition and organization of the Board, including: the number, qualifications, and remuneration of directors; the number of Board meetings; quorum requirements; meeting procedures, and notices of meetings are established by the Articles, the BCBCA, and applicable securities laws, subject to any exemptions or relief that may be granted from such requirements.

Each director must have an understanding of the Company's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership.

Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Governance and Nominating Committee.

Independence

A majority of the members of the Board must be independent. "Independent" has the meaning, as the context requires, given to it in National Policy 58-201 – *Corporate Governance Guidelines* (as may be amended from time to time).

The Board will also strive for the respective Chairs of each of the Audit Committee, Compensation Committee, and Governance and Nominating Committee to be independent (in accordance with the definition above).

The Governance and Nominating Committee will periodically review director independence and the Board's ability to act independently from management in fulfilling its duties.

Chair Independence / Lead Director

The Board will either have an independent Chair, or, if the selected Chair does not meet applicable independence requirements, the independent directors will select from among them a director who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Director if the Chair is not independent, will act as the effective leader of the Board and ensure that the Board is enabled to successfully carry out its duties.

4. Service on Other Boards

Service on Other Boards

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere with and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of another public company.

Notwithstanding the foregoing:

- (i) no director may serve on the board of directors of more than four other (five including the Company) public companies;
- (ii) no director, if also serving as an executive officer of the Company or another public company, may serve on the board of directors of more than two other (three including the Company) public companies; and
- (iii) no director serving as a member of the Audit Committee may serve as a member of the audit committee for more than two other (three including the Company) public companies,

unless the Governance and Nominating Committee determines that such simultaneous service would not impair the ability of such director to effectively serve on the Board or the Audit Committee, as applicable, or put the Company offside of applicable legal, regulatory, and industry standards.

Interlocking Directorships

No director may serve on the board of directors of another public company for which a fellow member of the Board also serves as a director or executive officer, unless the Governance and Nominating Committee determines that such simultaneous service would not impair the ability of such director to effectively serve on the Board or put the Company offside of applicable legal, regulatory, and industry standards.

5. Committees of the Board

The Board has established the following committees: the Audit Committee; the Compensation Committee; and the Governance and Nominating Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.

Committee Charters

The Board has approved charters for each Board committee and will approve charters for each new Board committee. Periodically, each committee charter will be reviewed by the Governance and Nominating Committee and/or the respective committee and any suggested amendments will be brought to the Board for consideration and approval.

Delegation to Committees

The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's respective charter.

Consideration of Committee Recommendations

As required by applicable law, by the applicable committee charter, or as the Board may consider advisable, the Board will consider for approval the specific matters delegated for review to the Board committees.

6. Board Meetings

The Board will meet at least quarterly, with additional meetings held as deemed advisable. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects which are not on the agenda for that meeting.

Meetings of the Board will be conducted in accordance with the Articles and applicable corporate and securities laws.

Minutes

The Company's Corporate Secretary (if any), their designate, or any other person the Chair requests will act as secretary for each Board meeting. Minutes of Board meetings will be recorded and maintained by the meeting's secretary and subsequently presented to the Board for approval.

Meetings without Management

The independent members of the Board will hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not present.

Directors' Responsibilities

Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. Directors will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Access to Management and Outside Advisors

The Board will have unrestricted access to management and employees of the Company. The Board will have the authority to retain and terminate external legal counsel, consultants, or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of senior management. The Company will provide appropriate funding, as determined by the Board, for the services of these advisors.

7. Position Descriptions

Position Descriptions for Directors

The Board may adopt written position descriptions for the Chair, the Lead Director (if any), and/or the chairs the Board's committee. If any such position descriptions are adopted, periodically the Governance and Nominating Committee will review each such adopted position description and any suggested amendments will be brought to the Board for consideration and approval.

Position Description for the CEO

The Board may adopt a written position description for the CEO. The Board will approve any corporate goals and objectives that the CEO has responsibility for meeting from time to time.

8. Director Development

Each new director will participate in the Company's initial orientation program and each director will participate in the Company's continuing director development and education programs in effect from time to time.

9. Director Evaluation

At least annually, the Governance and Nominating Committee will lead an appropriate evaluation program for the Board, its committees, and individual directors.

10. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and stock exchange requirements and the Articles, it is not intended to establish any legally binding obligations.

Adopted by the Board: January 29, 2020