



Governance and Nomination Committee Mandate

PATRIOT ONE TECHNOLOGIES INC.

Governance & Nomination Committee Mandate

1. **Establishment of Compensation & Human Resources Committee:** The Board of Directors hereby establishes a committee to be called the Governance & Nominations Committee.
2. **Purposes:** The purposes of the Governance and Nomination Committee is to assist the Board with:
 - The oversight of the Company's overall governance framework, and to cultivate best practices in corporate governance within the Company.
 - Provide oversight for the Board in the identification of the individuals who may be candidates for members of the Board, guiding the selection and interview process.
3. **Membership:** The Board shall annually appoint a Governance and Nomination Committee composed entirely of independent Directors, with members holding office until the close of the annual meeting of Shareholders. The Board may at any time remove or replace a member of the Committee and may fill any vacancy on the Committee that may arise from time to time. A member of the Committee shall cease to be a member if such member ceases to be a Director of the Company.

The Committee may require the attendance of other officers or employees of the Company, and may engage and compensate external advisors, as may be necessary for the proper performance of its duties.

4. **Responsibilities of the Governance and Nomination Committee:** The Committee shall have specific responsibility for the following:
 - (a) **Oversight of the Company's Governance Framework:** Annually reviewing of the Company's governance framework relative to applicable law and regulation and best practices for TSX listed companies, making recommendations for changes and improvements to the Board;
 - (b) **Board Mandate:** Annually reviewing the Board Mandate and each Board Committee (Governance and Nomination, Compensation and Human Resources, and Audit) annually and its respective terms of reference;
 - (c) **New Board Members:** Further to consideration regarding the number of Directors, the mix of competencies within the Board, the Company's diversity policy, put in place processes to identify, evaluate, interview, and secure references for candidate Directors, make appropriate recommendations to the Board, and manage the onboarding process of new Directors;

- (d) **Board and Board Committee Performance:** Annually reviewing the effectiveness of the Board Committees and the Board and recommending any improvements arising out of this review to the Board;
- (e) **Board Competencies:** Reviewing, and if appropriate, making recommendations regarding the balance of competencies and experience within the Board, including the development and updating of a Board Skills Matrix;
- (f) **Number of Directors:** To make recommendations to the Board as to which Directors may be classified as independent and whether an appropriate number of independent Directors sit on the Board;
- (g) **Independent Directors:** To make recommendations to the Board as to which Directors may be classified as independent and whether an appropriate number of independent Directors sit on the Board;
- (h) **Governance Handbook:** Ensuring on an annual basis that the Governance Handbook accurately and fully records the Company's corporate governance processes and policies;
- (i) **Internal Controls:** Ensuring (i) that the Company develops robust controls over critical aspects of its business, including: management reporting (supported by a Company organizational chart), delegated authorities, financial control and reporting, cyber-security, and (ii) that these controls are written, included in the Governance Handbook, and communicated broadly through the Company;
- (j) **Breaches:** Ensuring that the Company's management have a clear Company-wide system in place to detect and record breaches of internal control, to communicate material breaches to the Chair of the Governance Committee and to take remedial actions to prevent breaches in the future;
- (k) **Securities Legislation:** Establishing a compliance framework for securities legislation and stock exchange regulation including an insider trading and disclosure policy;
- (l) **Risks:** Reviewing the Company's annual risk assessment and evaluating the adequacy of the assessment process and its conclusion, as reporting the results for the review of the Board;
- (m) **Ethics:** Establishing and reviewing annually a Code of Business Conduct and Ethics (the "Code"), including the Code in the Governance Handbook and ensuring that the Company's management has systems in place to communicate the Code through

the Company to monitor compliance and to report material breaches to the Chair of the Governance Committee;

- (n) **Diversity:** Ensuring that the Company develops a Board Diversity Policy and is in compliance with the diversity requirements by regulatory agencies and key investors;
- (o) **Communications:** Encouraging a culture of continuously improving governance within the Company, to welcome open dialogue between the Governance Committee and employees of the Company and other Stakeholders, and to provide a forum for any governance issues that individual Directors may wish to express outside of Board Meetings;
- (p) **Stakeholder Engagement:** Assisting in the development and review of Stakeholder engagement strategies and processes, with a goal of enhancing the Stakeholder relationships and corporate reputation;
- (q) **Board Schedule:** Assisting the Board Chair and CEO to develop the annual Board and Committee meeting calendar;
- (r) **Harassment Policy:** To develop a Harassment Policy and ensure that management has systems and training in place to support the policy;
- (s) **Whistleblower Policy:** To develop a Whistleblower Policy and ensure that management has systems and training in place to support the policy.

5. Responsibilities of the Governance and Nomination Committee Chair

The Chair of the Committee shall:

- Establish the frequency of meetings of the Committee;
- In consultation with the Company Chair, and management, develop the agenda for the Committee meetings and circulate one week in advance;
- Provide leadership to the Committee and preside over the Committee meetings;
- Facilitate the flow of information within the Committee and foster an environment where the members are able to ask questions and express their views;
- Deliver the recommendations of the Committee to the Board and report on material matters arising from the Committee meetings;
- Secure outside consultants or report as necessary.

6. Structure and Operations: The following general provisions shall have application to the Governance and Nomination Committee:

- (1) The Committee will meet at least three times per year, and may meet at other times as required;

- (2) The Quorum for meetings of the Committee shall be two members, present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and to hear each other;
- (3) Notice of each meeting of the Committee will be given to each member of the Committee that are entitled to attend the meetings of the Committee;
- (4) No business may be transacted by the Committee except at a meeting of its members at which a Quorum of the Committee is present or by a resolution in writing signed by all members of the Committee;
- (5) Meetings shall be convened by the Committee Chair and shall be supported by written notice of a meeting stating the nature of the business to be transacted at the meeting in reasonable detail and with an agenda and such other papers as may be required from time to time;
- (6) Proceedings of the Committee shall be recorded in minutes; such minutes being made available to Directors who are not members of the Committee.