



Chair of the Board Mandate

## **Mandate Letter – Chairperson of the Board of Directors (the “Chair”)**

Patriot One Technologies Inc. (the “Company”) is working to become one of the foremost proponents and providers of innovative commercial weapons and threat countermeasure solutions for public safety. With leading technology, top scientific support, and prudent business leadership, the Company aims to quickly build itself into a recognizable brand and leader in the security sector.

### **Summary:**

The Chair of the Board of Directors (the “Board”) is the presiding member of the Board. The Chair is responsible for promoting the effective, efficient, and harmonious functioning of the Board. The Chair is responsible for promoting excellent relationships between the Board, management, shareholders, and other stakeholders.

### **Responsibilities:**

- The primary responsibility is to manage the Board and Chair the meetings of the Board.
- Ensure that the Board consists of highly qualified and competent members, that it is cohesive and effective.
- Promoting effective communication between the directors, shareholders and other stakeholders and the Chief Executive Officer.
- Reviewing with the Chief Executive Officer, all formal communications, before dissemination to all directors.
- In conjunction with the Compensation and Human Resources Committee, leading the Board in monitoring and evaluating the performance of the Chief Executive Officer, in ensuring the accountability of the Chief Executive Officer and in ensuring implementation of the succession and development plans by the Chief Executive Officer.
- Coordinating with the Chief Executive Officer to ensure that management strategy, plans and performance are appropriately presented to the Board, shareholders, and other stakeholders as appropriate.
- Ensuring that all matters requiring Board approval are brought to the Board in a timely and comprehensive manner.
- In conjunction with management, the Board, and the Audit Committee, ensuring that approval levels are appropriate.
- Providing leadership of the Board and arranging for it to review and monitor the aims, strategy, policy and directions of the Company and the achievement of its objectives.
- Communicating with the Board to keep it up to date on major developments, in order to avoid surprises through timely discussion of potential developments, and ensuring the

Board is provided with sufficient information to permit it to make major decisions in a timely and considered manner based on full information.

- In conjunction with the Governance Committee, setting the frequency of the Board meetings and reviewing such frequency from time to time as considered appropriate or as requested by the Board.
- Coordinating the agenda, information packages and related events for Board meetings with the Chief Executive Officer, the Corporate Secretary and from time to time as circumstances merit, the Governance Committee.
- Reviewing and approving the minutes of Board meetings.
- Reviewing and assessing annually:
  - director attendance, performance, and compensation,
  - the size and composition of the Board, and
  - management's performance in interacting with the Board and its committees, all in conjunction with the Governance Committee and the other relevant and the other relevant committees of the Board.
- Chair all meetings of shareholders and ensure that all items set out in the notice of meeting or which properly come before such meetings are properly discussed, considered, and resolved.
- Review and approve the minutes of shareholder meetings.
- In consultation with the Chief Executive Officer, ensure the Company's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, other stakeholder groups (including suppliers, customers, employees, governments, regulators, and local communities), financial analysts, financial press, and debt and equity providers; and
- All other duties consistent with the *Business Corporations Act* (British Columbia), the policies of the Toronto Stock Exchange (and/or any other exchange upon which the Company's securities become listed) and the Company's Articles.