

MAGNET FORENSICS INC.

BOARD OF DIRECTORS MANDATE

Effective Date: January 18, 2021

1. Purpose

The members of the Board of Directors (the “**Board**”) are responsible for supervising the management of the business and affairs of Magnet Forensics Inc. (the “**Company**”). The Board, directly and through its committees and the chair of the Board (the “**Chair**”) (and, if applicable, its Lead Director), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

2. Membership

Number of Members

Subject to compliance with applicable law, the Company’s constating documents, and any agreements or other arrangements concerning the size of the Board, the Board shall be comprised of such number of members as determined by the Board from time to time.

Independence of Members

A majority of the members of the Board shall be independent within the meaning of the provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended from time to time.

Residency of Members

At least 25% of the members of the Board must be resident Canadians.

Term of Members

At each annual meeting of the Company’s shareholders, the Board must permit shareholders to vote on the election of all members of the Board. Each member of the Board shall serve until the member resigns, ceases to be qualified for service as a member of the Board or is removed in compliance with applicable law.

Chair of the Board

Subject to compliance with any agreements or other arrangements concerning such matter, the members of the Board shall designate a Chair by majority vote of the full Board membership, following consideration of the recommendation of the Compensation, Nominating and Governance Committee.

The Chair shall be an independent member of the Board, unless the Board determines that it is in the best interests of the Company to not require the Chair to be independent, in which case the independent directors shall select from among their number, following consideration of the recommendation of the Compensation, Nominating and Governance Committee, a further director who will act as “Lead Director”.

In the absence of the Chair, the Lead Director shall chair any meeting of the Board and in the absence of both the Chair and the Lead Director, the members of the Board present may appoint a chair from their number for such meeting.

General

Each director must have an understanding of the Company's principal operational and financial objectives, plans and strategies, and financial position and performance. Each director is expected to attend all meetings of the Board and any Board committee of which he or she is a member. Directors are expected to have read and considered, in advance of each meeting, the materials sent to them and to actively participate in the meetings.

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 Compensation, Nominating and Governance Committee.

Directors may serve on the boards of other public issuers so long as these commitments do not materially interfere 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 issuer.

Each director must comply with, and conduct business in accordance with the Code (as defined herein) that governs the behaviour of employees, directors and officers, including advising the Board of any conflicts, or potential conflicts of interest, and abstaining from voting on matters in which the director has an interest.

3. Meetings

Number of Meetings

The Board shall meet as often as the Board considers appropriate to fulfill its responsibilities, but in any event at least once per fiscal quarter.

Quorum

No business may be transacted by the Board at a meeting unless a quorum of the Board is present, as specified in the Company's By-Laws.

Secretary and Minutes

The Corporate Secretary or General Counsel, his or her designate, or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained in sufficient detail to convey the substance of all discussions held and shall be, on a timely basis, subsequently presented to the Board for approval.

Attendance of Non-Members

The Board may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

Meetings of Independent Directors

As part of each meeting of the Board, the independent directors shall hold an *in-camera* session, at which management and non-independent directors are not present, and the agenda for each Board meeting will afford an opportunity for such a session. The independent directors may also, at their discretion, hold *ad hoc* meetings that are not attended by management and non-independent directors.

Access to Management and Books and Records

The Board shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the Company's management and employees and the books and records of the Company.

4. Responsibilities

The Board shall have the specific functions and responsibilities outlined below and may delegate any such responsibilities to a committee of the Board. In addition to these functions and responsibilities, the Board shall perform the functions and responsibilities required of a Board by the Company's governing corporate statute, applicable Canadian securities laws, any exchange upon which securities of the Company are listed, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the "**Applicable Requirements**") or as the Board otherwise deems necessary or appropriate.

Strategic Planning

(a) Strategic Plans

The Board will adopt a strategic plan for the Company. The Board shall periodically review and, if advisable, approve the Company's strategic planning process and, at least annually, review and, if advisable, approve the Company's strategic planning process and short- and long-term strategic and business plans prepared by management. In discharging this responsibility, the Board shall review the plans in light of management's assessment of emerging trends, the competitive environment, the capital markets, the significant business practices and products, the opportunities and risks for the businesses of the Company, and industry practices.

(b) Business Plan, Annual Budget and Capital Plans

The Board shall at least annually, review and, if advisable, approve the Company's annual business plan and annual budget. The Board shall periodically review and, if advisable, approve the policies and processes generated by management relating to the authorization of major investments and significant allocations of capital and at least annually, review and, if advisable, approve the Company's capital plan.

(c) Monitoring

The Board shall periodically review management's implementation of the Company's strategic plan, business plan, annual budget and capital plan and review and, if advisable, approve any material amendments to, or variances from, such budget and plans.

Risk Management

(d) General

At least annually, the Board shall review reports provided by management and committees of the Board on the principal risks associated with the Company's business and operations, review the implementation by management of appropriate systems to identify, assess, manage and mitigate these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

(e) Verification of Controls

The Board shall verify that appropriate internal, financial, non-financial and business control and management information systems have been established, and are being maintained, by management.

Financial-Related Matters

(f) Approval of Annual Financial Reports

The Board shall, with the assistance of the Audit and Risk Committee, review the annual consolidated audited financial statements of the Company, the auditors' report thereon and if required pursuant to the Applicable Requirements, the related management's discussion and analysis of the Company's financial condition and financial performance ("**MD&A**"), as well as the Audit and Risk Committee's recommendations in respect of the approval thereof. After completing its review, if advisable, the Board shall approve the annual financial statements and if applicable, the related MD&A.

(g) Approval of Interim Financial Reports

If required pursuant to the Applicable Requirements, the Board shall review the interim consolidated financial statements of the Company, the auditors' review report thereon and the related MD&A, as well as the Audit and Risk Committee's recommendations in respect of the approval thereof. After completing its review, if advisable, the Board shall approve the interim financial statements and the related MD&A.

(h) Nomination and Compensation of the Company's Auditor

The Board shall review the recommendations of the Audit and Risk Committee concerning the external auditors to be nominated and, if advisable, approve such nomination.

(i) Policies for Pre-Approval of Non-Audit Services

The Board shall review the recommendations of the Audit and Risk Committee concerning the policies and procedures for the retainer of the Company's external auditors to perform any non-audit service for the Company or its subsidiary entities and, if advisable, approve, with or without modifications, such policies and procedures.

Human Resource Management

(a) Chief Executive Officer

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning the organizational goals and objectives relevant to Chief Executive Officer compensation and, if advisable, approve, with or without modifications, such goals and objectives.

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning (i) the appointment and, if advisable, after consideration of the objectives of the Company's Diversity Policy – Board of Directors and Senior Management, approve, with or without modifications, such appointment, and (ii) the Chief Executive Officer's compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) for the Chief Executive Officer, including the adoption, amendment and termination of such agreements, arrangements or plans, and, if advisable, approve, with or without modifications, such compensation and other terms of employment.

(b) Senior Management

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning the appointment of the Chief Financial Officer, all senior management reporting directly to the Chief Executive Officer and all other C-level executives appointed by the Board (collectively "**Senior Management**") and, if advisable, after consideration of the objectives of the Company's Diversity Policy – Board of Directors and Senior Management, approve, with or without modifications, any such appointment.

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee respecting the compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) of members of Senior Management, including the adoption, amendment and termination of such agreements, arrangements or plans, and, if advisable, approve, with or without modifications, such compensation and other terms of employment.

(c) Succession Review

At least annually, the Board shall review the succession plans of the Company for the Chair and, if applicable, the Lead Director. The Board shall also periodically review the recommendations of the Compensation, Nominating and Governance Committee with respect to succession planning matters concerning Senior Management and the Chief Executive Officer, as well as general executive development programs, and, after consideration of the objectives of the Company's Diversity Policy – Board of Directors and Senior Management, if applicable, develop the succession plans of the Company.

(d) Integrity of Senior Management

The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other members of Senior Management and that the Chief Executive Officer and other members of Senior Management strive to create a culture of integrity throughout the Company.

(e) Director Remuneration

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning the remuneration (fees and/or retainer) to be paid to, and the benefits to be provided, to members of the Board for service in applicable capacities and, if advisable, approve, with or without modifications, such remuneration.

(f) **Equity-Based Compensation Plans**

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning the adoption or amendment of equity-based compensation plans of the Company and, if advisable, approve, with or without modifications, the adoption or amendment of such plans, subject to the approval of the Company's shareholders to the extent required under the Applicable Requirements or such plans.

Nomination Matters

(g) **General**

The Compensation, Nominating and Governance Committee is responsible for recommending candidates for Board membership to the Board, in accordance with the Charter of the Compensation, Nominating and Governance Committee. The Board shall periodically review reports of the Compensation, Nominating and Governance Committee concerning nomination matters.

(h) **Nominee Identification**

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning the potential nominees for election or appointment to the Board and, after considering (i) the results of the Board and director effectiveness evaluation process, (ii) the competencies, skills and other qualities that the Compensation, Nominating and Governance Committee considers to be necessary for the Board as a whole to possess, the competencies, skills and other qualities that the Compensation, Nominating and Governance Committee considers each existing director to possess (in the form of a skills matrix), and the competencies, skills and other qualities each new nominee would bring to the boardroom, (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members, (iv) the objectives of the Company's Diversity Policy – Board of Directors and Senior Management (if applicable), and (v) any applicable independence, residency and/or other requirements, approve, if advisable, with or without modifications, the individual nominees for consideration by, and presentation to, the shareholders at the Company's next annual meeting of shareholders or appointment to the Board between such meetings.

(i) **Committees of the Board**

The Board shall annually evaluate the performance, and review the work, of its committees. The Board shall annually, or as otherwise required or deemed advisable, review the recommendations of the Compensation, Nominating and Governance Committee concerning the individual directors to serve on (or to depart from) the committees of the Board and, after considering (i) the qualifications for membership on each committee, (ii) the extent to which there should be a policy of periodic rotation of directors among the committees, and (iii) the number of boards and other committees on which the directors serve, approve the appointment of such directors to (or departure from) the committees as the Board deems advisable.

(j) **Director Independence**

The Board shall periodically review the Board's and the Board committees' ability to act independently from management in fulfilling their responsibilities and in doing so the Board shall (i) review the application and evaluation by the Compensation, Nominating and Governance Committee of the director independence standards applicable to members of the Board and (ii) review the recommendations of the Compensation, Nominating and Governance Committee concerning a reduction or increase in the number of independent directors and, if advisable, approve, such reduction or increase.

(k) **Board and Committee Size**

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning a reduction or increase to the size of the Board or any Board committee and if advisable, approve, such a reduction or increase.

(l) **Board Renewal**

The Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning mechanisms of Board renewal (e.g., a retirement age or term limits for directors), and if advisable, approve, with or without modifications, the adoption of any such mechanisms.

(m) **Diversity Policy – Board of Directors and Senior Management**

The Board will adopt a Diversity Policy – Board of Directors and Senior Management and shall review any recommendations of the Compensation, Nominating and Governance Committee concerning the adoption of measurable objectives for achieving diversity on the Board and if advisable, approve, with or without modifications, the adoption of any such objectives.

(n) **Majority Voting**

The Board will adopt a Majority Voting Policy. If applicable, the Board shall review the recommendations of the Compensation, Nominating and Governance Committee concerning resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors and if advisable, accept or reject any such resignation, in accordance with the terms of the Company's Majority Voting Policy.

Corporate Governance

(o) **General**

The Board shall periodically review reports of the Compensation, Nominating and Governance Committee concerning corporate governance matters.

(p) **Position Descriptions**

The Board will approve position descriptions for the Chair, the Lead Director (if any), the Chief Executive Officer, and the chair of each Board committee which will specify the responsibilities and duties of such offices, and shall be reviewed with the assistance of the Compensation, Nominating and Governance Committee, as appropriate. The Board shall periodically review the

recommendations of the Compensation, Nominating and Governance Committee concerning changes to such position descriptions and if advisable, approve, with or without modifications, the adoption of any such changes.

(q) **Governance Policies**

The Board will adopt a Disclosure Policy, Insider Trading Policy, Diversity Policy – Board of Directors and Senior Management, Whistleblowing Policy, Equity Ownership Policy, Clawback Policy and Majority Voting Policy, and similar or other governance policies of the Company. The Board shall periodically review the recommendations of the Compensation, Nominating and Governance Committee concerning changes to such policies or the adoption of such further governance policies and if advisable, approve, with or without modifications, the adoption of any such changes or new governance policies.

(r) **Board of Directors Mandate Review**

The Board shall periodically review the recommendations of the Compensation, Nominating and Governance Committee concerning changes to this Mandate and if advisable, approve, with or without modifications, the adoption of any such changes.

(s) **Committees of the Board**

The Board has established an Audit and Risk Committee and a Compensation, Nominating and Governance Committee. Subject to applicable law, the Board may establish other Board committees or merge or dissolve any Board committee at any time.

The Board has delegated to each Board committee those responsibilities set out in each Board committee's charter and shall approve charters for any new Board committee. The Board shall periodically review the recommendations of the Compensation, Nominating and Governance Committee concerning changes to the charters for each Board committee and if advisable, approve, with or without modifications, the adoption of any such changes.

The Board shall annually, or as other required or deemed advisable, review the recommendations of the Compensation, Nominating and Governance Committee concerning the individual directors to serve on the standing committees of the Board and, after considering (i) the qualifications for membership on each committee, (ii) the extent to which there should be a policy of periodic rotation of directors among the committees, and (iii) the number of boards and other committees on which the directors serve, approve the appointment of such directors to the committees as the Board deems advisable.

(t) **Ethics Reporting**

The Board will adopt a written Code of Business Conduct and Ethics (the "**Code**") applicable to directors, officers and employees of the Company, among others. On an annual basis, the Board shall review the recommendations and reports of the Compensation, Nominating and Governance Committee regarding the adequacy of the Code and compliance with, waivers and material departures from, and investigations and any resolutions of complaints received under, the Code by employees, directors or officers. The Board shall also review the recommendations of the Compensation, Nominating and Governance Committee concerning changes to the Code and if advisable, approve, with or without modifications, the adoption of any such changes.

(u) **Director Development and Evaluation**

Each new director shall participate in the Company's initial orientation program and each director shall participate in the Company's continuing director development programs. At least annually, the Board shall, with the assistance of the Compensation, Nominating and Governance Committee, review the adequacy of the orientation and continuing education program for members of the Board, and review the recommendations of the Compensation, Nominating and Governance Committee concerning proposed changes to the Company's orientation and continuing education programs for members of the Board and if advisable, approve, with or without modifications, the adoption of any such changes.

Communications

(v) **General**

The Board has adopted a Disclosure Policy for the Company. If consensus cannot be reached at a meeting of the disclosure committee created pursuant to the Disclosure Policy, the Board shall consider the matter.

(w) **Shareholders**

The Company will inform shareholders of its progress through an annual report, annual information form, quarterly interim reports and periodic press releases as required pursuant the Applicable Requirements. Directors and management will meet with the Company's shareholders at the annual meeting and will be available to respond to questions at that time. In addition, the Company shall maintain on its website a contact email address that will permit shareholders to provide feedback directly to the Chair or, in the event the Board has determined that it is in the best interests of the Company to not require the Chair to be independent, the Lead Director.

5. Outside Advisors

The Board shall have the authority to retain and terminate, from a source independent of management, 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 any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

6. 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 listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.