

## MAGNET FORENSICS INC.

### POSITION DESCRIPTION OF COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHAIR

**Effective Date: January 18, 2021**

The Board of Directors (the “**Board**”) of Magnet Forensics Inc. (the “**Company**”) is responsible for supervising the management of the business and affairs of the Company. In furtherance thereof, the Board has delegated certain of its authority to Board committees. The chairs of such committees of the Board are principally responsible for overseeing the operations of their respective committees.

Without limitation to the foregoing, the Compensation, Nominating and Governance Committee (“**CNG Committee**”) Chair shall:

- (a) provide leadership to foster the effectiveness of the CNG Committee in carrying out its duties and responsibilities as described in the CNG Committee mandate and as otherwise may be appropriate;
- (b) ensure there is an effective relationship between the Board and the CNG Committee, including by providing a report to the Board on material matters considered by the committee at the next regular Board meeting following each committee meeting;
- (c) ensure an appropriate mandate for the CNG Committee is in effect and make recommendations for amendments to the mandate as considered advisable;
- (d) in consultation with other members of the CNG Committee and the Board, determine the frequency, dates and locations of meetings of the CNG Committee;
- (e) in consultation with the other members of the CNG Committee and the Board, where appropriate, prepare the agenda for each meeting of the CNG Committee;
- (f) chair CNG Committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) report to the Board on significant CNG Committee deliberations and discussions, and on the CNG Committee’s recommendations;
- (h) ensure that timely and relevant information is provided to the CNG Committee members as required for the proper performance of their duties, including information relevant to each meeting of the CNG Committee;
- (i) ensure that the CNG Committee is provided with adequate resources, including, where appropriate, external advisors and consultants, to permit it to carry out its responsibilities and bring to the attention of the Board or senior management any issues that are preventing the CNG Committee from being able to carry out its responsibilities;

- (j) ensure that an appropriate system is in place to evaluate the performance of the of the Board as a whole, the Board's committees, and individual directors in their capacities as members of the Board and members of a committee of the Board, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and make recommendations to the CNG Committee for changes when appropriate; and
- (k) provide additional services required by the Board and the CNG Committee.