



CONVERGE TECHNOLOGY SOLUTIONS CORP.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. Purpose

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Converge Technology Solutions Corp (the "**Company**").

The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) development of corporate governance guidelines and principles for the Company;
- (b) identification of individuals qualified to be nominated as members of the Board;
- (c) overseeing director orientation and continuing education;
- (d) the structure, composition and mandate of committees of the Board;
- (e) evaluation of the performance and effectiveness of the Board and of committees of the Board; and
- (f) recommend compensation of directors in conjunction with Compensation and Human Resources Committee.

2. Composition and Membership

- (a) The Board will appoint the members ("**Members**") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.

- (b) The Committee shall consist of as many directors of the Board as the Board may determine, but in any event, not less than three Members. If required under applicable securities law, each Member shall be independent within the meaning of the provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended or replaced from time to time.
- (c) At the time of the annual appointment of the members of the Committee, the Board shall appoint a chair of the Committee (the "**Committee Chair**"). The Committee Chair shall be a member of the Committee, preside over all Audit Committee meetings, coordinate the Committee's compliance with this Charter, work with management to develop the Committee's annual work-plan and provide reports of the Committee to the Board.
- (d) Unless a Committee Chair is elected by the Board, the members of the Committee may designate a Committee Chair by majority vote of the full Committee membership.

3. Meetings

- (a) The Committee may meet at such times and places as the Committee Chair may determine as necessary to carry out its responsibilities, but in any event, not less than four times per year.
- (b) Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone, video or other electronic means. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (c) The Committee Chair, any member of the Committee, the Chair of the Board (the "**Board Chair**"), or the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Committee by notifying the Committee Chair who will notify the members of the Committee. The Committee Chair shall chair all Committee meetings that he or she attends, and in the absence of the Committee Chair, the Members present may appoint a chair from their number for a meeting.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Committee Chair will not have a deciding or casting vote in the case of an equality of votes. The powers of the Committee may be exercised at

a meeting where a quorum is present or by resolution in writing signed by all Members.

- (e) The Committee may invite from time to time, at its discretion, senior executives of the Company or such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet *in camera* without members of management in attendance for a portion of each meeting of the Committee as the Committee Chair deems fit.
- (f) To the extent possible, in advance of every regular meeting of the Committee, the Committee Chair, with the assistance of the Corporate Secretary or any other person designated by the Board or engaged by the Committee Chair as the case may be, will prepare and distribute to the Members and others as deemed appropriate by the Committee Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.
- (g) The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Committee Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.
- (h) The Committee 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.
- (i) The Committee shall hold unscheduled or regularly scheduled meetings, or portions of meetings, at which management is not present.
- (j) The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board by default, but the Committee shall have the power to otherwise regulate its procedure.
- (k) The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

4. Duties and Responsibilities

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of a corporate governance and nominating committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the "**Applicable Requirements**").

The duties and responsibilities of the Committee include the following:

- (a) in consultation with the Board Chair and the Lead Director, ensure that an appropriate system is in place to evaluate the effectiveness of the Board, as well as the committees of the Board and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working together effectively;
- (b) recommend procedures to ensure that the Board and committees of the Board function independently of management;
- (c) recommend to the Board one member of the Board to serve as Board Chair and, if applicable, one member of the Board to serve as Lead Director of the Board;
- (d) periodically review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee thereof;
- (e) periodically review the mandate of the Board and the charters for each standing committee of the Board, together with the position descriptions of the Board Chair, the Lead Director, the chair of each standing committee, and the Chief Executive Officer, to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;
- (f) periodically review the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness, to ensure compliance with the Applicable Requirements, and where necessary, or desirable on account of governance trends that are appropriate for the Company, recommend changes, or the adoption of further policies, to the Board for approval;
- (g) monitor conflicts of interest (real or perceived) of members of the Board and management in accordance with the Company's Code of Business Conduct and Ethics (the "**Code**") and report to the Board on compliance with,

material departures from, and investigations and any resolutions of complaints received under, the Code and approve waivers from the Code as the Committee considers appropriate, and where necessary recommend changes to the Board for approval;

- (h) establish an orientation and education program for new directors and provide continuing education for existing directors;
- (i) review and approve any governance disclosure of the Company before it is publicly disclosed;
- (j) review all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;
- (k) oversee the Company's approach to appropriately addressing potential risks related to governance matters; and
- (l) take such other actions regarding the Company's corporate governance that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the Company or otherwise necessary in accordance with the Applicable Requirements.

5. ESG Matters

In addition to the specific governance matters covered by this Charter, the Committee shall oversee the Company's general strategy, policies and initiatives relating to material environmental (including, but not limited to, sustainability) and social matters (including, but not limited to, diversity).

6. Nomination Matters

To fulfil its responsibilities with respect to nomination matters, the Committee shall:

- (a) establish policies and procedures for (i) identifying and selecting potential nominees for the Board and (ii) considering all nominees to the Board including those recommended by shareholders;
- (b) develop a long-term succession plan for the Board and annually or as required, identify and recruit 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 Committee considers to be necessary for the Board as a whole to possess, the competencies, skills and other qualities that the 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 Board;
 - (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members;
 - (iv) any agreements or other arrangements concerning the size, qualifications or composition of the Board or any of its committees;
 - (v) the objectives of the Diversity Policy of the Company; and
 - (vi) the independence or other requirements under the Applicable Requirements,
- (c) recommend to the Board 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;
- (d) periodically, and not less than annually, undertake an assessment of the independence of the members of the Board and examine the proportion of independent directors on the Board, with a view to determining the impact of the number of independent directors on the effectiveness of the Board and the ability of the Board to act independently of management, and recommend to the Board, if necessary, a reduction or increase in the number of independent directors;
- (e) periodically undertake an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of directors on the effectiveness of the Board and its committees in fulfilling their responsibilities, and recommend to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee;
- (f) annually or as required, recommend to the Board the individual directors to serve on (or to depart from) the standing committees of the Board, 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, (iii) the results of the committee and director effectiveness evaluation process, and (iv) the number of boards and other committees on which the directors serve;
- (g) periodically examine and make recommendations to the Board in relation to mechanisms of Board renewal (e.g., a retirement policy or term limits for directors);

- (h) annually (i) assess the effectiveness of the Board appointment/nomination process at achieving the objectives of the Diversity Policy of the Company and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board;
- (i) consider and make recommendations to the Board in relation to resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors;
- (j) recommend for Board approval the removal of a director from the Board or from a committee of the Board if they are no longer qualified to serve as a director under Applicable Requirements or for any other reason the Committee considers appropriate; and
- (k) review and approve any director nomination disclosure of the Company before it is publicly disclosed.

7. Delegation

The Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this Charter as the Committee deems appropriate.

8. Outside Advisors

The Committee shall have unrestricted access to management and employees of the Company in furtherance of carrying out its duties. The Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors, in each case at its own choosing, 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 of the Company. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors. In connection with the retention of external legal counsel, the Committee Chair shall, where the Committee Chair determines reasonably necessary, provide notice of same to the Board Chair or Lead Director (if applicable) of the Board, or the Chief Executive Officer.

9. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing 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. The terms of this Charter are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders,

customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

10. Charter Review and Annual Evaluation

The Committee shall review and update this Charter annually, and present the updated Charter to the Board for approval. The Board shall assess the effectiveness and contribution of the Committee annually, with such assessment including a review of the Committee's goals, and how the Committee performed against such goals.

Dated: September 25, 2024

Approved by: Board of Directors and Governance Committee