



POSITION DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS

1. Purpose

The position description contained herein describes the appointment, role and responsibilities of the chair (the "**Board Chair**") of the board of directors (the "**Board**") of Converge Technology Solutions Corp. (the "**Company**").

2. Constituting Documents and Applicable Legislation

The position description contained herein is subject to and shall be interpreted in a manner consistent with the Company's constituting documents and any applicable legislation (including the *Canada Business Corporations Act* and the rules and policies of the stock exchange on which the Company's securities are listed), all as may be amended or amended and restated from time to time.

3. Position Description Review

The Board shall review and assess the adequacy of the position description set out herein as required from time to time and approve any changes it deems appropriate.

4. Chair of the Board of Directors

This position description describes the appointment, role and responsibilities of the Board Chair. This position description should be read together with the written charter of the Board and may be subject to provisions relating to the lead independent director of the board (the "**Lead Independent Director**") position description, as applicable, as such documents or descriptions may be amended or amended and restated from time to time.

(a) Office

The Board shall appoint the Board Chair at the first meeting of the Board following the annual meeting of shareholders each year, to continue in office until the next such meeting. If the Board does not appoint a Board Chair, any director of the Company (a "**Director**") who is then serving as the Board Chair shall continue as a Board Chair until his or her successor is appointed. The Board Chair will be independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgement as Board Chair or alternatively, where the Board Chair is not independent, there shall also be appointed an independent Director to act as Lead Independent Director.



(b) Responsibilities

The Board Chair is principally responsible for overseeing the operations and affairs of the Board. In fulfilling his or her responsibilities, the Board Chair will be responsible for:

- (i) providing leadership to foster the effectiveness of the Board;
- (ii) promoting honest and ethical decision making by the Directors;
- (iii) ensuring there is an effective relationship between the Board and senior management of the Company;
- (iv) ensuring that the appropriate committee structure is in place and assisting the Corporate Governance and Nominating Committee in making recommendations for appointment to such committees;
- (v) in consultation with the other members of the Board and the Chief Executive Officer of the Company, preparing the agenda for each meeting of the Board;
- (vi) ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (vii) chairing Board meetings (other than *in camera* meetings or portions of such meetings in respect of which the Board Chair is conflicted), including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (viii) encouraging free and open discussion at meetings of the Board;
- (ix) chairing all shareholder general meetings;
- (x) co-ordinating with the chairs of the committees of the Board to schedule committee meetings based on consultations with the committee members and management, as appropriate;
- (xi) together with the Corporate Governance and Nominating Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making



recommendations to the Corporate Governance and Nominating Committee for changes when appropriate;

- (xii) consulting with the Corporate Governance and Nominating Committee on candidates for nomination or appointment to the Board;
- (xiii) working with the Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities;
- (xiv) providing other functions as may be ancillary to the duties and responsibilities described above (including, as applicable, any duties and responsibilities allocated to the Board Chair related to communication with shareholders of the Company and regulators and Director development); and
- (xv) providing additional services as may be required by the Board.

(c) Remuneration

The Board Chair shall receive such remuneration as the Board may determine from time to time.

Dated: November 11, 2024

Approved by: Board of Directors