



POSITION DESCRIPTION OF THE LEAD INDEPENDENT DIRECTOR

1. Purpose

The position description contained herein describes the appointment, role and responsibilities of the lead independent director (the "**Lead Independent Director**") of the board of directors (the "**Board**") of Converge Technology Solutions Corp. (the "**Company**"), if any.

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. Lead Independent Director

This position description describes the appointment, role and responsibilities of the Lead Independent Director. This position description should be read together with the written charter of the Board and the position description of the chair of the Board (the "**Board Chair**"), as such document or description may be amended or amended and restated from time to time.

(a) Office

If the Board Chair is not independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as Board Chair, the directors of the Board who are independent, as provided above (the "**Independent Directors**"), shall appoint a Lead Independent Director at the first meeting of the Board following the annual meeting of shareholders each year, to continue in office until the next such meeting. The Lead Independent Director shall be independent within the meaning of NI 58-101 and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment. If the Independent Directors do not appoint a Lead Independent Director, and the Board



Chair is not independent as provided above, any director of the Company (a “**Director**”), who is then serving as Lead Independent Director shall continue as Lead Independent Director until his or her successor is appointed.

(b) Responsibilities

The Lead Independent Director will provide leadership to the Directors in discharging their mandate as set out in the charter of the Board, including by:

- (i) providing leadership to the Independent Directors, to ensure that the Board functions independently of management of the Company and other non- independent Directors;
- (ii) liaising with Chief Executive Officer of the Company on behalf of the Independent Directors;
- (iii) advising the Board on matters where there may be an actual or perceived conflict of interest, such as performance evaluation of the Board Chair or the Chief Executive Officer;
- (iv) in the absence of the Board Chair, presiding over meetings of the Directors (other than portions of such meetings in respect of which the Lead Independent Director is conflicted), and endeavour to stimulate 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;
- (v) presiding over in camera meetings of Independent Directors and communicating to the Board Chair and management, as appropriate, the results thereof;
- (vi) ensuring that the Independent Directors have adequate opportunities to meet without members of management present;
- (vii) providing recommendations and advice to the Corporate Governance and Nominating Committee on candidates for nomination or appointment to the Board;
- (viii) assisting the Board Chair to ensure that the appropriate committee structure is in place and assisting the Corporate Governance and Nominating Committee in making recommendations for appointment to committees of the Board;



- (ix) assisting the Board Chair in consultation with the other members of the Board and the Chief Executive Officer of the Company, in preparing the agenda for each meeting of the Board;
- (x) assisting the Board Chair in 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) assisting the Board Chair in working 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;
- (xii) presiding over meetings of the Company's shareholders (i) when the Board Chair is absent, unless otherwise determined by the Board or (ii) when the Board determines the Lead Independent Director should do so;
- (xiii) 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
- (xiv) providing additional services as may be required by the Board.

(c) Remuneration

The Lead Independent Director shall receive such remuneration as the Board may determine from time to time.

Dated: November 11, 2024

Approved by: Board of Directors