



BOARD DIVERSITY POLICY

Tantalus Systems Holding Inc. (the “**Corporation**”) believes in diversity and values the benefits diversity can bring to its Board of Directors (the “**Board**”). Diversity includes gender, sexual preference, disability, age, ethnicity, business experience, functional expertise, stakeholder expectations, culture and geography. The Corporation seeks to maintain a Board comprised of talented and dedicated directors whose skills and backgrounds reflect the diverse nature of the business environment in which the Corporation operates. Accordingly, the composition of the Board is intended to reflect a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women directors.

Board diversity promotes the inclusion of different perspectives and ideas, and ensures that the Corporation has the opportunity to benefit from all available talent. The promotion of a diverse Board makes prudent business sense, helps maintain a competitive advantage and makes for better corporate governance.

The Corporation will periodically assess the skills, experience, knowledge and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women directors.

The Board is required to report annually to shareholders on the diversity of its members, including the number and percentage of women directors and the number and percentage of directors who are members of each of the other “designated groups” as defined in the Employment Equity Act (in general terms, women, visible minorities, Aboriginal peoples and persons with disabilities). Directors are requested to identify whether they are a designated group member or have another diversity characteristic for consideration by the Board when assessing its composition and the Corporation’s disclosure is based on such self-identification.

The Corporation is committed to a merit-based system for Board composition, which reflects a diverse and inclusive culture where directors believe that their views are heard, their concerns are attended to and they serve in an environment where bias, discrimination and harassment on any matter are not tolerated. When identifying suitable candidates for appointment to the Board, the Corporation will consider candidates on merit against objective criteria and the needs of the Board and will consider the need to increase the number of women directors on the Board to meet the Corporation’s goal. When recruiting new candidates for appointment, search protocols will go beyond the networks of existing Board members and will incorporate diversity, including identification of female candidates, as a component. Any search firm engaged to assist the Board or the Governance and Nominating Committee of the Board (the “**Committee**”) in identifying candidates for appointment to the Board shall be directed to include women candidates and women candidates will be included in the Board’s evergreen list of potential Board nominees.

The Committee will consider whether to adopt targets for specific Board diversity characteristics in furtherance of the objectives of this policy.

The Committee will review this policy at least every three years and assess its effectiveness in promoting a diverse Board which includes an appropriate number of women directors.

Approved March 25, 2021