



BOARD CHARTER

INTRODUCTION

This Charter is intended to provide parameters and direction to the board of directors of the Interfield Global Software Inc. (“Company”) (the “**Board**”) regarding its responsibilities. It is in addition to, and not in replacement of, any applicable corporate and securities laws and policies and guidelines of the NEO Exchange Inc, and the constating documents of the Company (collectively, “**Applicable Laws**”), all of which continue to apply and be binding upon the Company and the Board. Any waivers of this Charter must be approved by the Board. Only the Board may amend the terms of this Charter.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. 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.

ROLE AND RESPONSIBILITIES OF THE BOARD

1. The **Board** is elected by the shareholders of the Company and is ultimately accountable and responsible for stewardship of the Company and providing independent, effective leadership in supervising the management of the business and affairs of the Company.
2. The role of the Board is to act honestly and in good faith in the best interest of the Company, and each member of the Board must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Board operates with a view to enhancing long-term shareholder value while laying a strong foundation of accountability for management and considering the interests of the Company’s various stakeholders, including shareholders, employees, customers, suppliers, the environment and the community, and ensuring that the Company and its personnel conduct themselves in an ethical and legal manner. The Board is also committed to the principles of good corporate governance and practices set out in National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”).
3. The Board delegates responsibility for the day-to-day management of the Company’s business to the Company’s senior management. The Board oversees management directly and through various committees established by the Board from time to time, including the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee (each, a “**Committee**” and collectively the “**Committees**”), to which the Board may delegate some of its responsibilities and powers. At all times, the Board has ultimate responsibility for all matters that the Board may delegate to the Committees.
4. The responsibilities of the Board include:
 - (a) adopting a strategic planning process to establish objectives and goals for the Company’s business and reviewing, approving and modifying, as appropriate, the strategies proposed by senior management to achieve such objectives and goals;
 - (b) identifying the principal risks to the Company’s business and ensuring the implementation of appropriate systems and procedures to effectively monitor, manage and mitigate the impact of such risks, including requesting and reviewing reports from management on the status of risk management activities, reviewing reports on spending in relation to approved budgets, and overseeing the financial reporting process of the Company;

Board Charter

- (c) reviewing the Company's system of internal controls on an annual basis in connection with the review and approval of the Company's annual audited financial statements;
- (d) reviewing and approving annual operating plans and budgets, and reviewing reports from management in respect of the Company's actual results as compared to the annual budget;
- (e) corporate social responsibility, ethics and integrity;
- (f) succession planning, including the selection and appointment of the Chief Executive Officer (the "CEO") or any person acting in such capacity, and the other senior officers of the Company;
- (g) conducting an annual evaluation of the CEO and such other members of senior management as are determined by the Board, and approving the compensation of such persons;
- (h) oversight of corporate disclosure and communications to ensure that all corporate disclosure complies with Applicable Laws;
- (i) adopting measures for receiving feedback from stakeholders;
- (j) adopting policies designed to ensure that the Company, its directors, officers and employees comply with all Applicable Laws and conduct their business ethically and with honesty and integrity;
- (k) developing the Company's approach to governance; and
- (l) such other items as required by Applicable Laws.

COMPOSITION AND OTHER REQUIREMENTS

- 5. The Chair of the Board (the "Chair") will be appointed by the Board for such term as the Board may determine.
- 6. Sufficient directors must be independent, as established in accordance with Applicable Laws. Each year, each director will complete a questionnaire to help the Company meet its continuous disclosure requirements under Applicable Laws, and to help identify any director independence issues or conflicts of interest.
- 7. No director may sit on the board of directors of another corporation on which another director or executive officer of the Company already sits, without obtaining the prior approval of the Board.
- 8. No director may serve simultaneously on the board of directors of more than three other public companies unless the Board determines that simultaneous service will not materially adversely affect the Board from acting independently or from fulfilling its mandate in accordance with Applicable Law.
- 9. Unless otherwise approved by the Board, the maximum term limit for a director will be ten years and the maximum age of a director will be 75.

POSITION DESCRIPTIONS

- 10. The Board will develop clear position descriptions for the Chair and the chair of each Committee.
- 11. The Board, together with the CEO, will develop a clear position description for the CEO (including delineating management responsibilities), and the Board will review and approve the corporate goals and objectives that the CEO is responsible for meeting, on an annual basis.

Board Charter

ASSESSMENTS

12. The Board, the Committees and each director will perform an annual self-assessment on its and their contribution and effectiveness, at such time as is determined by the Nominating and Corporate Governance Committee.

CORPORATE POLICIES AND PROCEDURES

13. The Board will oversee the Company's corporate governance approach, including developing and monitoring compliance with a set of corporate governance policies and procedures (collectively, the "**Policies**"), including an Insider Trading Policy, a Disclosure Policy, a Whistleblower Policy and a Code of Ethics and Business Conduct (the "**Code**"), to ensure that the Company and its directors, officers and employees comply with all Applicable Laws and conduct the Company's business ethically and with honesty and integrity. The Board will review the Policies annually and make, or cause the applicable Committee(s) to make, any amendments deemed appropriate.
14. Only the Board may grant waivers of the Code. If the Board grants a waiver of the Code, the Board will determine if disclosure of the waiver is necessary in accordance with Applicable Laws. Contents of such disclosure will be in compliance with NP 58-201 and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.
15. The Whistleblower Policy will enable Company employees, officers, directors and other stakeholders to raise, anonymously or not, questions, complaints or concerns about the Company's practices, including fraud, policy violations, any illegal or unethical conduct, and any Company accounting, auditing or internal control matters. The Board, with the assistance of the Audit Committee will ensure that any questions, complaints or concerns are adequately received, reviewed, investigated, documented and resolved.
16. The Board will monitor and review the conduct of the CEO and senior management to satisfy itself that these individuals are complying with the Policies and are creating a culture of integrity throughout the Company.

MEETINGS

17. Meetings of the Board will be called, scheduled and held in accordance with the Company's constating documents, including its articles and by-laws, and Applicable Law. All meetings of the Board and of any Committee may be held in person, by telephone, by videoconference, or by any combination of the foregoing.
18. Meetings of the Board will be held at least quarterly, with additional meetings to be held depending on the state of the Company's affairs and in light of opportunities or risks which the Company faces.
19. Any written material to be provided to the Board in connection with a Board meeting should be distributed sufficiently in advance of the meeting to give directors time to review and understand the information.
20. The CEO, the Chief Financial Officer and any other members of senior management may, if invited by the Chair, attend, give presentations at, and otherwise participate at, Board meetings.
21. The Company's Corporate Secretary or any other Board meeting attendee nominated by the Chair will be the secretary of each Board meeting, will circulate minutes of all Board meetings to the Board, and will ensure that all minutes of meetings, or written resolutions in lieu of a meeting, are filed in the Company's minute book.
22. The independent directors should meet separately after every regularly scheduled Board meeting without non-independent members and members of management in attendance. The independent directors may

Board Charter

also hold other meetings at such times and with such frequency as the independent directors consider necessary.

23. Any director who has attended less than 75% of meetings of the Board, or meetings of any Committee(s) on which they sit within the past year, without a valid reason for any such absences (as determined by either the Chair or the Board as a whole), will not be re-nominated for election to the Board.

ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

24. To fulfill its roles, duties and responsibilities effectively, the Board may contact and have discussions with the Company's officers and employees and the Company's external advisors, and request Company information and documentation from these persons.
25. The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Board may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.

DISCLOSURE, PUBLICATION AND ENFORCEMENT

26. This policy is disclosed published and enforced from the date of the approval signature.

DOCUMENT REVIEW AND APPROVAL				
VERSION	PREPARED BY	REVIEWED BY	APPROVED BY	DATE
1	CMG	DL	HH	2022-09-01
2	CMG	DL	HH	2023-05-01

27. Version control:

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1	Initial version	2022-09-01
2	Name change	2023-05-01