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# Disclosure and Public Communications Policy

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Version 2.0



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*Any questions regarding this document or others should be forwarded to the following:*

*Pason Systems Inc.*

*6130 Third Street S.E.*

*Calgary, Alberta T2H 1K4*

*Canada*

*Phone: 1.403.301.3400*

*Fax: 1.403.301.3499*

*Email: [investors@pason.com](mailto:investors@pason.com)*

*Website: [www.pason.com](http://www.pason.com)*

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# 1 Introduction

## 1.1 Purpose

The purpose of this Disclosure and Public Communications Policy (the “**Policy**”) is to ensure that everyone investing in Pason has equal access to information that may affect their investment decision. Information communicated to the public about Pason must be:

- 1) Factual and balanced
- 2) Disclosed in a timely, consistent and appropriate manner
- 3) Distributed broadly and pursuant to all legal requirements

This Policy covers disclosures in documents filed with the securities regulators, financial and non-financial disclosure, including management’s discussion and analysis (MD&A) and written statements made in Pason’s annual and quarterly reports, news releases, letters to shareholders, presentations made by management and information contained on Pason’s website ([www.pason.com](http://www.pason.com)) and other electronic communications. It also applies to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls, as well as any electronic messages in Internet discussion forums, chat rooms, blogs, Twitter or bulletin boards. This Policy supplements Pason’s Code of Conduct and Ethics.

## 1.2 Scope

This Policy applies to all directors, officers, employees and full-time contractors (collectively “**Employees**”) of Pason Systems Inc. and its subsidiaries and affiliates (collectively “**Pason**”). This Policy also reflects the standard to which Pason expects any consultant, advisor, agent, representative or other intermediary to adhere to when engaging in professional or business activities for or on behalf of Pason.

## 1.3 Consequences

Any person who violates this Policy may face disciplinary action up to and including immediate termination of their employment or contractual relationship with Pason with cause. The violation of this Policy may also violate certain securities laws, which could expose directors, officers or employees to personal liability. If Pason discovers that any Pason personnel have violated any



securities or criminal laws, Pason may refer the matter to the appropriate authorities, which could lead to fines or other penalties.

## **1.4 Questions**

This Policy offers guidelines but cannot cover every situation. If you come across a situation you believe raises questions or concerns, you should discuss it with your manager, Vice President, a member of the Legal department or the Chief Financial Officer.

## 2 Policy and Procedures

### 2.1 Disclosure Principles

#### 2.1.1 Disclosure Governance

The Chief Financial Officer is responsible for all regulatory disclosure requirements and for overseeing Pason's disclosure practices. It is essential that the Chief Financial Officer be kept fully apprised of all pending material Pason developments in order to evaluate those events to determine the appropriateness and timing of any public disclosure of such information.

A committee made up of Pason's Chief Executive Officer, Chief Financial Officer and head of Legal (the "**Disclosure Committee**") is responsible for determining whether information is material to Pason's business or affairs. For the purpose of this Policy, "**Material Information**" means information relating to Pason's business and affairs that could reasonably be considered to either:

- 1) have a significant effect on the price or value Pason's securities; or
- 2) be important for an investor in making his or her decision to buy, sell or hold Pason securities.

The members of the Disclosure Committee will exercise their experience and judgment in determining whether information is Material Information and whether any Material Information constitutes a material change to Pason's business, operations, assets or ownerships that would reasonably be expected to have a significant effect on the price or value of Pason securities. If a material change is determined to have occurred, the head of Legal or Chief Financial Officer will file a report with relevant securities commissions within the required time period.

If it is deemed that Material Information should remain confidential, the Chief Financial Officer will determine how that insider information will be controlled. If it is deemed that Material Information should be disclosed, the Chief Financial Officer shall manage the preparation of a statement to be released, filed, or otherwise disclosed.

The Disclosure Committee is responsible for keeping the Pason Board of Directors informed of all material developments and significant information disclosed to the public.

### **2.1.2 Distribution of Material Information**

The following principles must be adhered to when disclosing information about Pason to anyone other than Employees or advisor bound by written confidentiality obligations to Pason:

- 1) Material Information will be publicly disclosed via news release immediately upon its receipt or, if initiated by Pason, immediately upon Pason's decision to approve it, (see additional information on news releases below in Section 2.1.3) (see also the limited exceptions to this principle in Section 2.1.4).
- 2) Disclosure must include any information the omission of which would make the rest of the disclosure misleading (half truths are misleading).
- 3) Content cannot be accurate in fact but misleading in the result.
- 4) Unfavourable Material Information must be disclosed as promptly and completely as favourable Material Information.
- 5) There must be no selective disclosure (see additional information on selective disclosure below in Section 2.4.6).
- 6) Disclosure should be consistent among all audiences, including the investment community, the media, customers, Employees and other stakeholders.
- 7) Disclosure must be corrected immediately if Pason subsequently learns that earlier disclosure contained a material error at the time it was given.

### **2.1.3 News Releases**

News releases will be disseminated through a news wire service approved by the Chief Financial Officer that provides simultaneous national distribution. Full-text news releases will be transmitted to all stock exchanges, relevant regulatory bodies and major business wires.

If the TSX (or other stock exchange on which Pason's securities are listed) is open for trading at the time of a proposed announcement, prior notice of a news release announcing Material Information must be provided to its market surveillance division to enable a trading halt, if deemed necessary by the stock exchange. If a news release announcing Material Information is issued outside of trading hours, the exchange must be notified promptly and in any event before the market reopens.

News releases will be posted on Pason's website immediately after confirmation of dissemination over the news wire (see further information on Pason's website below in Section 2.6).

## **2.1.4 Confidential Filing of Material Information**

In certain circumstances, the Disclosure Committee may determine that immediate disclosure would be unduly detrimental to Pason (for example, if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Disclosure Committee determines it is appropriate to publicly disclose. In these circumstances, the Disclosure Committee will notify the stock exchange and, if necessary, file a confidential material change report with the applicable securities regulators. If so notified, the Disclosure Committee will periodically (at least every 10 days) review its decision to keep the information confidential (see additional information on rumours below in Section 2.4.4). If such decision is made to keep Material Information confidential, Pason will institute an ad hoc blackout over all individuals who possess such undisclosed Material Information, pursuant to Pason's Trading in Securities and Reporting Policy.

If Pason discloses Material Information not yet disclosed to the public to select advisors or other persons subject to duties of trust or confidence, these persons must agree to receive the information in confidence subject to a written or oral agreement. This includes disclosure to legal counsel, investment bankers, lenders, accountants, regulators and other government departments. In these circumstances, Pason will ensure those receiving the information understand that they cannot pass the information onto anyone else, or trade on that information, until it has been broadly distributed and disclosed in accordance with this Policy.

## **2.2 Confidential Information**

### **2.2.1 Confidentiality**

If you have confidential information about Pason, that information is subject to strict confidentiality restrictions and care must be taken to ensure that you only use it to further the business purposes of Pason, and you only disclose it to authorized Pason personnel or third parties who require the confidential information to further business purposes of Pason. Access to confidential information should generally be restricted to such authorized persons who should be aware of their confidential obligations and have signed a confidentiality agreement where required by Pason.

The use and disclosure of confidential information may be subject to other laws and other Pason policies and agreements. Examples include privacy legislation, Pason's Terms & Conditions for Hardware, Software and Other Services, non-disclosure agreements governing confidential information, Pason's Code of Conduct and Ethics and employment agreements.



Please ensure that you act in compliance with all pertinent laws, policies and applicable agreements.

Wherever practical, confidential information should: be identified as such, not be discussed in places where the discussion may be overheard, be saved in locked cabinets to which access is restricted, not be copied unnecessarily or discarded where others can easily retrieve it, be removed promptly from meeting rooms at the conclusion of meetings, and be subject to secure limited access of electronically stored computer technology.

### **2.2.2 Material Information**

Material Information, before it is generally disclosed to the public, is a form of Pason confidential information and therefore care must be taken to ensure it is protected from disclosure.

It is an offence under securities law for anyone in a special relationship with a company that lists its shares for public trading on stock exchange to inform anyone of Material Information about that company before the Material Information has been generally disclosed to the public. Only in exceptional circumstances described in Section 2.1.4, and with the prior approval of Pason's Disclosure Committee may any Material Information ever be disclosed to a select group or person or otherwise contrary to Section 2.1.2.

More information for Employees who possess Material Information that has not been generally disclosed to the Public can be found in Pason's Trading in Securities and Reporting Policy.

## **2.3 Authority to issue News Releases and make Regulatory Filings**

Except as specifically stated in below in this Section 2.3, prior to their disclosure by news release or filing with securities administrators, all releases and disclosure documents must be reviewed and approved by the Disclosure Committee. In addition, all quarterly and annual results (earnings releases) will be reviewed by the Audit Committee of Pason's Board of Directors.

Notwithstanding the above, a single member of the Disclosure Committee may authorize a news release or filing if the subject matter is of an administrative or local nature, including without limit any of the following (or their respective designates):



Type of Information	Approval
Announcement of the date Pason intends to release its quarterly or year-end results and conference call	Chief Financial Officer
Participation fee form	Chief Financial Officer
Certification of annual and interim filings (DC&P and internal controls)	Chief Financial Officer or Chief Executive Officer
Annual Information Form	Chief Financial Officer
Administrative material related to any shareholder meeting, such as the notice of shareholder meeting and record date, form of voting proxy, certificate of dissemination (mailing), or a report on voting results.	Head of Legal

If any unanticipated Material Information is received which must be disclosed urgently to ensure compliance with applicable law, any one member of the Disclosure Committee may approve the urgent release and/or filing of such information with the prior approval of the Chairman of the Board of Directors or the Lead Director. In addition, if any news release and/or filing must be made regarding a member of the Disclosure Committee, the Chairman of the Board of Directors and Lead Director may together agree and approve such release and/or filing of such Material Information without prior notice to a member of the Disclosure Committee.

## 2.4 Public Disclosures and Investor Relations

### 2.4.1 Disclosures to the Media

Except as specifically stated in Section 2.3, or when the Pason Emergency Response Plan has been activated, disclosure to the media must be communicated by the Chief Executive Officer or Chief Financial Officer.

Individuals who are not authorized spokespersons must not respond under any circumstances to inquiries from the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred immediately to a Vice President.

## **2.4.2 Conference Calls**

Conference calls will be held shortly after each quarterly and annual earnings release and after any major corporate developments. Such calls will be held by telephone or via an Internet webcast to ensure all interested parties are simultaneously given access to the same information. The call will be preceded by a news release containing all relevant Material Information.

Pason will provide advance notice of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and webcast. These details will also be provided on Pason's website. A replay as well as an archived audio or text transcript will be made available on Pason's website for a minimum of 90 days after the call.

## **2.4.3 Guidance**

Pason will not provide guidance or comment on which analysts' estimates are in line with Pason's expectations.

If the Chief Financial Officer determines that he or she expects Pason will be reporting results materially below or above publicly held expectations, Pason may disclose this information in a news release to enable discussion without risk of selective disclosure (see additional information on forward-looking information below in Section 2.5.1).

## **2.4.4 Rumours**

Pason will not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. Pason's spokespersons will respond consistently to any rumours, saying, "It is our policy not to comment on market rumours or speculation."

Should the stock exchange or a regulator request that Pason make a definitive statement in response to a market rumour that is causing significant volatility in Pason's publicly traded securities, the Disclosure Committee will consider the matter and decide whether to make a policy exception. If the rumour is true in whole or in part, this may be evidence of a leak, and if that is the case Pason will immediately issue a news release disclosing the relevant Material Information.

## **2.4.5 Always Adhere to Principles of Broad Dissemination**

Subject to section 2.1.4, disclosure in individual or group meetings does not constitute adequate disclosure of Material Information. If any Material Information will be announced at an analyst or



shareholder meeting or a press conference or conference call, the announcement must be preceded by a news release.

#### **2.4.6 Communicating with the Financial Community and Regulators**

Communications with the investment community (including analysts) or regulators shall only be made by, or in the presence of, the Chief Executive Officer or Chief Financial Officer. The Disclosure Committee may, at any time and for such purposes and time as may be specifically delegated by the Disclosure Committee, designate further spokespersons with authority to speak on behalf of Pason as back-ups or to respond to specific inquiries.

Individuals who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, regulators or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred immediately to a member of the Disclosure Committee.

Pason recognizes that meetings with analysts and significant investors are an important element of its investor relations program. Pason will meet with analysts and investors individually or in small groups as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling Pason's securities.

At any individual or group meetings, authorized Pason spokespersons will only provide non-material information and Material Information that has been previously disclosed. Pason cannot alter the materiality of information by breaking down the information into smaller, non-material components.

Pason will provide similar detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors and may post this information on its website in investor presentations or otherwise.

#### **2.4.7 Review of Analyst Reports and Models**

Upon request, the Chief Financial Officer may review analysts' draft research reports or financial models for factual accuracy based on publicly available and disclosed information. Pason will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates.

## **2.4.8 Quiet Periods**

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, Pason will observe quiet periods prior to quarterly and annual earnings announcements or when material changes are pending. Regular quiet periods will commence on the day that is 14 calendar days before scheduled earnings announcements and end with the issuance of a news release disclosing such financial results.

During quiet periods, all Pason personnel are prohibited from commenting on current period earnings estimates and financial assumptions, other than to refer to existing public disclosures. Unless prior approval from the Disclosure Committee has been obtained, communications should be limited to commenting on publicly available or non-material information. During quiet periods Pason will not initiate any meetings or contacts with analysts, investors, potential investors or media on items significant to investment, but will respond to unsolicited inquiries concerning factual matters.

Pason does not, however, have to stop all communications with analysts or investors during this period; for example, Pason may participate in investment meetings and conferences organized by other parties, as long as Material Information which has not been generally disclosed, is not selectively disclosed. However, if anyone from Pason is invited to participate, during a quiet period, in such investment meetings or conferences, the Disclosure Committee must approve any attendance in advance.

## **2.5 Forward-Looking Information**

A consistent approach to disclosure is important. Should Pason elect to disclose forward-looking information in continuous disclosure documents, speeches, conference calls, etc., the following guidelines will be observed:

- 1) All forward-looking information that is Material Information will be broadly disseminated via news release;
- 2) All forward-looking information must be clearly identified as such;
- 3) All forward-looking information must be accompanied by a statement that: a) the actual results could differ materially from those projected in the forward-looking information, b) material factors or assumptions were applied in drawing any conclusions or making any forecasts or projections in the forward-looking

- information, and c) Pason has no obligation to update or revise the forward-looking information;
- 4) All risks and uncertainties that may cause the actual results to differ materially from those projected in the forward-looking information must be identified;
  - 5) All material factors or assumptions used in the preparation of the forward-looking information must be identified;
  - 6) The information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to which different business conditions may affect the actual outcome;
  - 7) Once disclosed, Pason will assess whether previous statements of forward-looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward- looking information is accurately reflected in current MD&A.

Any cautionary statements in news releases or presentations, should be reviewed with the final document to be disclosed in order to assist in compliance with the above requirements.

## **2.6 Pason Website and Use of Pason Marks**

### **2.6.1 Information on Pason's Website**

Disclosure on Pason's website ([www.pason.com](http://www.pason.com)) alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of Material Information on the website will be preceded by the issuance of a news release.

Certain continuous disclosure documents will be provided in the investor information section of Pason's website. All information posted, including text and audiovisual material, will show the date the material was issued. Any material errors in information contained in a news release must be updated immediately upon following discovery. The website will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures.

The Disclosure Committee, led by the Chief Financial Officer is responsible for:

- 1) coordinating and updating of the investor information section of Pason's website;
- 2) for monitoring all company information placed on the investor information section of Pason's website to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws; and
- 3) approving all links from Pason's website to third party websites.



Information on Pason's website and other electronic communication should include a disclaimer to the effect that the posting of offering documents through electronic communications that can be accessed in jurisdictions where such securities are not qualified for distribution and are not intended to constitute an offering in that jurisdiction.

### **2.6.2 Use of Company Name/ Logo**

All requests involving the use of Pason's name or logo are to be pre-cleared with a Vice President.

## 3 Violations of this Policy

### 3.1 Reporting violations

All violations and suspected violations of this Code must be reported without delay to the responsible member of the Chief Financial Officer, head of Legal or Audit Committee Chairman through our Ethics Hotline.

The Pason Ethics Hotline is independently managed in order for Pason Employees to report compliance issues and possible wrongdoings of any nature on a confidential basis. Calls will be received 24 hours a day, 7 days a week to handle, address, and document any reports.

You can enter your anonymous report online at:

**Pason Ethics Hotline website – [www.pason.ethicspoint.com](http://www.pason.ethicspoint.com)**

You can also call the hotline using the number provided on the website for your location.

Investigations into reports of Policy violations will be conducted in a confidential and consistent manner.

Additionally, Pason encourages everyone to use his or her “Right to Challenge” - report or discuss directly with the responsible person any observed conditions or behaviour that may contradict or result in a contradiction of this Policy. If the appropriate response is not swiftly taken, including a report to the responsible member of the senior leadership team, Chief Financial Officer, head of Legal or Audit Committee Chairman through our Ethics Hotline, you may elevate the issue to the person of appropriate organizational seniority.



## 4 Approval and Adoption

This Policy was last approved by the Board of Directors on August 6, 2020.

**Pason Systems Inc.**

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

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Natalie Fenez,  
Corporate Secretary

## Document Revision Record

The following table describes all revisions made to this document.

Version	Date MM.DD.YY	Changed By	Description of Change / Reason for Change
2.0	08.06.20	Natalie Fenez	Policy revision