



This document contains proprietary information; no part of this document may be reproduced by any means, nor transmitted, nor translated into computer language, in whole or in part, without written permission from Pason Systems Inc.

Pason and all other trademarks and trade names used in this document, unless otherwise specified, are the property of Pason Systems Corp.

The latest revision of this document replaces any and all previous versions of the same document. The most current is definitive in case of contradictions, errors, omissions, or misstatements.

While all reasonable care has been taken in the preparation of this document, no liability is accepted by the author(s) for any errors, omissions or misstatements it may contain, or for any loss or damage, howsoever occasioned, to any person relying on any statement or omission in this document.

Copyright © 2021 Pason Systems Inc.

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

Attn: Human Resources and Compensation Committee Chair

Pason Systems Inc.
6130 – 3rd Street S.E.
Calgary, Alberta T2H 1K4
Canada

E-mail: corporatesecretary@pason.com

Website: www.pason.com

Table of Contents

1	Currency of the Mandate	4
2	Purpose	5
3	Mandate & Responsibilities of the Committee	6
4	Membership and Organization	7
4.1	Duties and Responsibilities of the Committee Chair	7
4.2	Authority to Engage Experts	7
4.3	Review of Terms of Reference	7
4.4	No Rights Created.....	7



1 Currency of the Mandate

This mandate was reviewed and approved by the Board of Directors on April 29, 2021.



2 Purpose

The purpose of the Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Pason Systems Inc. (“Pason”) is to assist the Board to fulfill its oversight responsibilities for: (i) human resources policies, (ii) executive compensation, (ii) retirement, and (iv) executive succession and development.

3 Mandate & Responsibilities of the Committee

The following responsibilities of the Board are delegated to the Committee with the duty to report and make any recommendations to the Board with respect thereto:

- a) reviewing Pason's general compensation philosophy and programs for executives and employees and oversee the development and implementation of compensation programs;
- b) the evaluation annually, of the performance of the CEO and recommending to the Board the total compensation for the CEO in light of the CEO's performance;
- c) the assessment annually, of the performance of other executive officers of the Corporation and their total compensation, as recommended by the CEO;
- d) the review and approval of any equity-based compensation plans, including stock option plans and any other incentive or compensation plans involving issuing the securities of the Corporation and the administration of such plans as may be required by such plans;
- e) overseeing senior executive succession planning;
- f) the review and approval of a report on executive compensation for inclusion in the Corporation's information circular – proxy statement of the Corporation;
- g) the review and recommendation of Pason's retirement plans and any proposed amendments that materially impact costs, benefits, plan eligibility or plan establishment or termination;
- h) the review of significant human resources policies of the Corporation; and
- i) oversee management's mitigation of risks within the committee's mandate and as otherwise assigned to it by the Corporate Governance and Nomination Committee.

The Committee shall perform any other activities consistent with this mandate, the Corporations' governing laws and the regulations of the stock exchange(s), or as the Committee or the Board deems necessary or appropriate.

4 Membership and Organization

4.1 Duties and Responsibilities of the Committee Chair

In addition to the duties of the Committee, as set forth in this Mandate, the additional responsibilities of the Committee Chair are as follows:

- Be an independent member of the Board of Directors.
- Provide leadership to the Committee, reviewing and monitoring its responsibilities and reporting to the Board on recommendations and decisions of the Committee.
- Ensure Committee meetings are conducted in an effective, efficient and focused manner.

The procedures for the Committee meetings shall be outlined in the Mandate of the Board of Directors.

4.2 Authority to Engage Experts

The Committee has the authority to engage independent counsel and other advisors as it determines advisable to carry out its duties, with such engagement to be at Pason's expense.

4.3 Review of Terms of Reference

The Committee shall review and reassess the adequacy of this mandate at least once per year, and otherwise as deemed appropriate, and recommend changes to the Board.

4.4 No Rights Created

This Mandate does not create any legally binding obligations on the Board, any Board Committee, any Director or Pason.

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
1.0	02-26-19	Natalie Fenez	Mandate created
1.0	04-29-21	Natalie Fenez	Reviewed by Board of Directors. No change.