



Human Resources & Compensation Committee



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1 Currency of the Mandate

This mandate was reviewed and approved by the Board of Directors on February 26, 2019.



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.