



Board of Directors Charter

The following shall constitute the Board of Directors Charter (the “**Charter**”) of FAX Capital Corp. (the “**Company**”):

Statement of Purpose

The Company’s board of directors (the “**Board**”) is responsible for the stewardship of the Company and to oversee, directly and through its committees, the business and affairs of the Company, which are conducted by the Company’s officers and employees. The Board acts as the ultimate decision-making body of the Company, except on those matters that are reserved for approval by the Company’s shareholders. The Board has the power to delegate its authority and duties to committees or individual members and senior management, as it determines appropriate, subject to applicable law.

Authority and Responsibilities

The principal responsibility of the directors is to exercise prudent business judgment in good faith and to act in what they reasonably believe to be in the best interest of the Company and its shareholders. In fulfilling their duties, and with the assistance of the Company, directors are expected to become and remain well informed about the business and affairs of the Company. As such, directors are expected to make every effort to attend Board meetings and meetings of the Committees on which they serve, and to spend the time needed and meet as frequently as necessary to discharge properly their responsibilities.

In addition to the general supervision of management, the Board is, among other matters, responsible for the following:

- Overseeing the Company’s major strategic issues (including major capital commitments and material mergers and acquisitions) and long-term strategy, and ensuring that the Company is pursuing a sound strategic direction in accordance with approved corporate objectives;
- Assessing operational and financial plans relative to key quantitative and qualitative performance benchmarks, and approving annual fiscal plans and significant new initiatives;
- Ensuring that it understands the principal risks inherent in the business activities of the Company, and that the appropriate systems are implemented to diligently monitor and manage those risks;
- Appointing the Chief Executive Officer (the “**CEO**”), overseeing the CEO’s selection of other members of senior management, and reviewing succession planning;
- Satisfying itself as to the integrity of the CEO and other senior officers, and that the CEO and other members of the executive team are effectively fostering a culture of integrity within the Company, including compliance with the Company’s Code of Conduct and Ethics;
- Monitoring and evaluating the performance of the CEO and other senior officers against approved business plans, and overseeing the development and implementation of the Company’s compensation policies;



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- Adopting a robust disclosure policy for the Company, including ensuring the timeliness and integrity of communications to shareholders on governance and other key shareholder issues;
- Reviewing and monitoring the controls and procedures within the Company to maintain its integrity, including its disclosure controls and procedures, and its internal controls and procedures for financial reporting and compliance; and
- Safeguarding shareholders' equity interest through the optimum utilization of the Company's capital resources.

Board Composition and Procedures

Size of Board and Selection Process – The Board will periodically review whether its current size is appropriate. The size of the Board will, in any case, be within the minimum number provided for in the Company's articles.

Qualifications - Directors should possess the highest personal and professional integrity, practical business savvy, shareholder orientation, and a genuine passion for achieving long term success of the Company. They should possess skills and competencies in areas that are relevant to the Company's activities, while recognizing the value of insights and contributions from directors whose professional experiences may not be directly related to the Company's business. The Board does not have limits on the number of terms a director may serve and does not have any retirement or tenure policies that would limit the ability of a director to be nominated for re-election.

Independence - The majority of directors will be independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended from time to time. The Board shall determine whether each director is independent on an annual basis at the time the Board approves director nominees, identify each independent director, and disclose the basis for that determination. Directors have an ongoing obligation to inform the Board of any material changes in their circumstances or relationships that may affect the Board's determination as to their independence. The Board has no policy with respect to the separation of the offices of Chairman and CEO. If the Board decides to combine the Chairman and CEO roles, in recognizing that the Board must not be beholden to the CEO or management, the Board will, accordingly, appoint an independent Lead Director responsible for ensuring the independent functioning of the Board.

Director Education and Orientation – The Company's management team is responsible for providing a comprehensive orientation program for new directors. Directors are expected to maintain the necessary level of expertise to perform their duties and responsibilities as directors. The Company will reimburse directors for the reasonable cost of attending director education programs or seminars that the director and the Company believe will be beneficial to such director's service on the Board and its committees.



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Committees – The Board will have an Audit Committee, and a Governance, Compensation and Nominating Committee, the charters of which will be as established by the Board. The Board may, from time to time, establish and maintain additional or different committees as it deems necessary and appropriate.

Evaluation - The Governance, Compensation and Nominating Committee performs an annual evaluation to determine whether the Board and its committees are functioning effectively, and reports its conclusions to the Board.

Compensation - The Governance, Compensation and Nominating Committee recommends to the Board the compensation for non-management directors. In reviewing the adequacy and form of compensation, the Governance, Compensation and Nominating Committee seeks to ensure that director compensation is sufficient to both attract, retain and motivate highly qualified candidates for directorship and adequately reflects the responsibilities and risks involved in being a director of the Company and aligns the interests of the directors with the best interests of the Company.

Access to Information and Advisors – Each director is entitled to rely upon the honesty and integrity of the Company's senior management and its outside advisors and auditors, absent evidence that makes such reliance unwarranted. As such, each director has unfettered access to the officers and employees of the Company. The Board and its committees have the authority to retain independent legal, financial or other advisory services as it may reasonably deem to be necessary at the expense of the Company and without consulting or obtaining the advance approval of any officer of the Company.

Board Meetings

Agenda – The Lead Director, in consultation with the Chairman, is responsible for establishing the agenda for each Board meeting. Each director is permitted to suggest items for inclusion on the agenda at any Board meeting, and to raise topics that are not on the agenda for that meeting.

Frequency of Meetings – The Board will meet as often as the Board considers appropriate to fulfill its duties, but in any event at least once per quarter, and one additional meeting per year to review the Company's long-term strategic plans and principal issues that the Company will face in the future.

Attendance – The Board may invite, at its discretion, members of management to attend a meeting. Any member of management will attend a meeting if invited by directors. A quorum at any meeting of the Board shall be a majority of directors present either in person or by telephone. Directors are expected to regularly attend Board meetings and committee meetings (as applicable) and to review in advance all relevant materials.



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Secretary – The Company’s corporate secretary, or such other person as may be designated by the Lead Director, or any person appointed by the Lead Director, shall act as the secretary of the meetings of the Board.

Minutes - The secretary of the Board will keep regular minutes of all Board meetings and will circulate them to the directors on a timely basis.

Meeting of Independent Directors – After each meeting of the Board, the independent directors may meet without the non-independent directors. In addition, separate, regularly scheduled meetings of the independent directors of the Board may be held, at which members of management are not present. The agenda for each Board meeting will afford an opportunity for the independent directors to meet separately.

Amendments

Authority to make minor technical amendments to this Charter is delegated to the Corporate Secretary, who will notify the Board of the nature of such amendments at the next scheduled meeting.

At least annually, or as frequently as determined by the Board, this Charter will be fully evaluated and updated accordingly with any amendments approved by the Board.

This Charter was approved by the Board of Directors of FAX Capital Corp. on November 5, 2020.