

Executive Compensation Claw back Policy

Purpose

This Policy sets out guidelines for the potential recovery of excess incentive compensation paid to certain board members and executives in the event the financial statements of NiCAN Limited (the “Corporation”) are restated as a result of misconduct by the executive.

Definitions

For purposes of this Policy, in addition to the terms defined elsewhere in this Policy, the following terms shall have the meanings set out below:

“**Executives**” means the President and Chief Executive Officer (or individual performing similar functions to a chief executive officer) and the Chief Financial Officer, the Chief Operating Officer, and any other vice president or officer as designated by the Board of Directors from time to time, and “**Executive**” refers to one of such individuals.

“**Incentive Compensation**” means cash bonuses paid to an individual and Share-Based Compensation awarded to an individual.

“**Share-Based Compensation**” means, collectively, stock options, restricted share units, deferred share units and performance share units awarded to an individual under one or more of NiCAN’s incentive compensation plans in effect from time to time.

Recovery of Excess Compensation

In the event that:

1. Board members or Executives engaged in fraud or willful misconduct (as admitted by the Executive or, in the absence of such admission, as determined by a court of competent jurisdiction in a final judgment that cannot be appealed) which caused or significantly contributed to the material non-compliance that resulted in the Restatement; and
2. the amount of Incentive Compensation awarded or paid to the Board member or Executive in respect of the year to which the Restatement pertains (“**Actual Compensation**”) would have been lower had it been calculated based on the restated financial results (“**Revised Compensation**”),

the Board of Directors of the Corporation may, in its discretion, seek to recover from the Board member or Executive all or a portion of the after-tax difference between the Actual Compensation and the Revised Compensation where the Corporation has determined that the Restatement is required. To the extent that the difference between Actual Compensation and Revised Compensation relates to Share-Based Compensation and the Share-Based Compensation initially awarded has not been exercised (in the case of stock options) or vested (in the case of restricted share units, deferred share units or performance share units), the Board of Directors may cancel or adjust the number of options, restricted share units, deferred share units or performance share units awarded in the year to which the Restatement pertains to address such difference.

The Board of Directors may delegate to the and Audit Committee all determinations to be made and actions to be taken by the Board of Directors under this Policy. Any determination made by the Board of Directors or the Compensation Committee under this Policy shall be final, binding and conclusive on all parties.



This Policy applies only to Incentive Compensation paid or awarded after the date of adoption of this policy. Compensation paid or awarded prior to that date is not subject to this Policy.

Approved by the Board on January 1, 2023.