



**ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON TUESDAY, MARCH 21, 2023

**NOTICE OF MEETING
AND MANAGEMENT INFORMATION CIRCULAR AND PROXY
STATEMENT**

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF BLACKLINE SAFETY CORP. OF PROXIES TO BE VOTED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF BLACKLINE SAFETY CORP. TO BE HELD ON TUESDAY, MARCH 21, 2023.

TO BE HELD AS A VIRTUAL ONLY MEETING

At 3:00 p.m. (Mountain Standard Time)



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Blackline Safety Corp. (the "**Corporation**") will be held as a virtual only meeting via live audio webcast online at <https://web.lumiagm.com/292419334> on Tuesday, March 21, 2023 at 3:00 p.m. (Mountain Standard Time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended October 31, 2022 and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at seven (7) directors;
3. elect seven (7) directors for the ensuing year;
4. appoint PricewaterhouseCoopers LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor's remuneration as such;
5. consider, and if thought appropriate, to pass an ordinary resolution, as more particularly set forth in the accompanying management information circular – proxy statement of the Corporation dated February 7, 2023 (the "**Management Information Circular**"), increasing the number of Common Shares that may be issued from treasury for grant under the Corporation's employee stock ownership plan; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The Corporation will hold the Meeting in a virtual only format, which will be conducted via live audio webcast commencing at 3:00 p.m. (Mountain Standard Time) on Tuesday, March 21, 2023. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

Registered Shareholders may attend the meeting in person (virtually) or may be represented by proxy. If a Shareholder is unable to attend the meeting or any adjournments or postponements thereof in person (virtually), we request that Shareholders date, sign and return the enclosed form of proxy for use at the meeting or any adjournment or postponement thereof. A proxy will not be valid unless it is deposited with Odyssey Trust Company, Traders Bank Building 702, 67 Yonge Street Toronto, ON M5E 1J8 (Attention: Proxy Department), by email to proxy@odysseytrust.com, by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> no less than 48 hours (excluding Saturdays, Sundays and statutory holidays in Alberta) before the time for holding the meeting or any adjournment or postponement thereof. All instructions are listed in the enclosed form of proxy. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business February 7, 2023 (the "**Record Date**"). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the virtual Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the virtual Meeting prepared as at the Record Date, unless any such Shareholder transfers the ownership of his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not later than ten (10) days before the virtual Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the virtual Meeting, in which case such transferee shall be entitled to vote such Common Shares at the virtual Meeting.

Particulars of the foregoing matters are set forth in the accompanying Management Information Circular. The financial statements for the year ended October 31, 2022 and the report of the auditor of the Corporation thereon are available on SEDAR at www.sedar.com.

DATED at Calgary, Alberta February 7, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Cody Slater"

Cody Slater

Chief Executive Officer and Director



**MANAGEMENT INFORMATION CIRCULAR – PROXY STATEMENT
DATED FEBRUARY 7, 2023**

**For the Annual and Special Meeting
of Shareholders to be held on Tuesday, March 21, 2023**

This management information circular – proxy statement (the "**Management Information Circular**") is provided in connection with the solicitation by the management of Blackline Safety Corp. (the "**Corporation**") of proxies from the holders of common shares (the "**Common Shares**") for the annual and special meeting of the shareholders ("**Shareholders**") of the Corporation (the "**Meeting**") to be held as a virtual only meeting via live audio webcast online at <https://web.lumiagm.com/292419334> on Tuesday, March 21, 2023 at 3:00 p.m. (Mountain Standard Time), or at any adjournment or postponement thereof for the purposes set out in the accompanying notice of annual and special meeting ("**Notice of Meeting**").

The board of directors of the Corporation (the "**Board**") has fixed the record date for the Meeting at the close of business on February 7, 2023 (the "**Record Date**"). Only Shareholders of record on the Record Date are entitled to notice of, and to attend and vote at, the Meeting, unless a Shareholder transfers the ownership of his or her Common Shares subsequent to that date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Unless otherwise stated, the information in this Management Information Circular is given as at February 7, 2023.

VIRTUAL ONLY MEETING

The virtual Meeting will be conducted via live audio webcast. Shareholders will have an opportunity to participate at the Meeting online regardless of their geographic location.

Attending and Participating at the Meeting

Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote online, all in real time, provided they are connected to the Internet and comply with all of the requirements set out herein.

Beneficial Shareholders (as defined herein) who have not duly appointed themselves as proxyholders may still attend the Meeting as guests. **Guests will be able to listen to the Meeting but will not be able to vote at the Meeting.**

- Attendees can login to the meeting by following the instructions below.
 - Log in online at <https://web.lumiagm.com/292419334>. The latest versions of Chrome, Safari, Microsoft Edge or Firefox will be needed. We recommend that you log in at least 30 to 60 minutes before the meeting starts. You should allow ample time to log in to the meeting to check compatibility and complete the related procedures.
 - For our registered Shareholders and duly appointed proxyholders, select "I have a Control Number/Username" and enter your control number or username and the password "blackline2023" (case sensitive).

- OR
 - Click "I am a guest" and then complete the online form to access the meeting.

For registered Shareholders, the control number is located on the accompanying instrument appointing a proxy ("**Instrument of Proxy**") or in the email notification received from the Corporation's registrar and transfer agent, Odyssey Trust Company ("**Odyssey**"). For duly appointed proxyholders, provided that the instructions provided in this Management Information Circular have been followed, Odyssey will provide a Meeting-specific control number by e-mail after the proxy deposit deadline has passed.

Shareholders who wish to appoint a proxyholder other than the Management Designees (as defined herein) to represent them at the Meeting must submit their proxy prior to registering their proxyholder. **Registering the proxyholder is an additional step once a Shareholder has submitted their proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting. To register a proxyholder, Shareholders MUST email appointee@odysseytrust.com at least 48 hours prior to the time of the meeting or any adjournment or postponement thereof and provide Odyssey with the required proxyholder contact information so that Odyssey may provide the proxyholder with a username via e-mail. Beneficial Shareholders located in the United States are also required to take the further steps described below under "*Logging into the Meeting to Vote – Registered Shareholders and Duly Appointed Proxyholders – United States Beneficial Shareholders*".**

See "*Participating and Voting at the Meeting*" below for additional instructions on voting.

Logging into the Meeting to Vote – Registered Shareholders and Duly Appointed Proxyholders

In order to participate online, Shareholders must have a valid 12-digit control number and proxyholders must have received an email from Odyssey containing an invite code.

Shareholders can participate, ask questions and vote, all in real time, during the Meeting as follows:

Registered Shareholders and Duly Appointed Proxyholders

Registered Shareholders and duly appointed proxyholders who have been assigned a control number or invite code by Odyssey (see details under the heading "*Registration of a Proxy Holder for Online Participation*"), will be able to vote and submit questions during the Meeting. To do so, please go to <https://web.lumiagm.com/292419334> prior to the start of the Meeting to login. Click on "Shareholder" and enter your 12-digit control number or appointee code as provided by Odyssey.

United States Beneficial Shareholders

To attend and vote at the Meeting, Beneficial Shareholders in the United States must first obtain a valid legal proxy from their broker, bank or other agent and then register in advance to attend the Meeting. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Odyssey. Requests for registration should be directed to:

Email at proxy@odysseytrust.com

OR

Odyssey Trust Company
Traders Bank Building
702, 67 Yonge Street
Toronto, ON M5E 1J8

Requests for registration must be labeled as "Legal Proxy" and be received no later than 3:00 p.m. (Mountain Standard Time) on March 17, 2023. You will receive a confirmation of your registration by email after Odyssey receives your registration materials. You may attend the Meeting and vote your shares at <https://web.lumiagm.com/292419334> during the Meeting. Please note that you are required to register your appointment by sending an email to appointee@odysseytrust.com.

Beneficial Shareholders

Beneficial Shareholders who do not have a 12-digit control number or username will only be able to attend the Meeting as a guest which allows them to listen to the Meeting however, they will not be able to vote or submit questions. Please see the information under the heading "*Proxies – Advice to Beneficial Shareholders of Common Shares*" below.

Participating and Voting at the Meeting

Attending the Meeting online gives Shareholders an opportunity to hear directly from management and the Board. Registered Shareholders and duly appointed proxyholders can participate, ask questions and vote online by following the instructions herein.

Registered Shareholders who wish to participate and vote at the Meeting do not need to complete or return the accompanying form of proxy. A Control Number is located on the accompanying Instrument of Proxy and it may be used to login to the Meeting and vote at the Meeting by completing a ballot online during the Meeting. If a registered Shareholder submits a form of proxy, they do not need to vote again at the Meeting as their vote will already be recorded. Registered Shareholders who submit proxies in advance of the Meeting can still attend the Meeting and not vote. If they do vote at the Meeting again, the online vote will revoke their previously submitted proxy. See "*Proxies – Appointment and Revocation of Proxies*" below.

Beneficial Shareholders who wish to attend the Meeting and vote by completing a ballot online during the Meeting must appoint themselves as their own proxyholders by following the instructions herein. See "*Registration of a Proxyholder for Online Meeting Participation*" and "*Proxies – Advice to Beneficial Shareholders of Common Shares*" below.

If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

The Corporation recommends that Shareholders log in at least thirty (30) minutes before the time of the Meeting. Shareholders will be able to log in to the site one hour before the time of the Meeting.

Registration of a Proxyholder for Online Meeting Participation

The following applies to Shareholders who wish to appoint someone as their proxyholder other than the Management Designees named in the enclosed Instrument of Proxy to attend the virtual Meeting and vote on their behalf. This includes Beneficial Shareholders who wish to appoint themselves as proxyholder to attend and participate in the Meeting. Shareholders who wish to appoint someone other than the Management Designees as their proxyholder to attend and participate at the Meeting as their proxy and vote their Common Shares MUST submit their form of proxy appointing that person as proxyholder (see "*Proxies – Advice to Beneficial Shareholders*" below) AND must register that proxyholder, as described below. **Registering a Shareholder's proxyholder is an additional step to be completed AFTER such Shareholder has submitted their proxy. Failure to register the proxyholder will result in the proxyholder not receiving the Meeting-specific control number from Odyssey that is required in order to participate and vote at the Meeting.** If you are a Beneficial Shareholder and you wish to participate or vote at the Meeting, you must appoint yourself as proxyholder by inserting your own name in the space provided on the form of proxy sent to you by your intermediary, and follow all the applicable instructions provided by your intermediary AND you must also register yourself as your proxyholder, as described below. By doing so, you are instructing your intermediary to appoint you as proxyholder. Beneficial Shareholders who have not appointed themselves as proxyholder (and registered as instructed below) cannot vote online during the Meeting. This is because the

Corporation and Odyssey do not maintain the records for Beneficial Shareholders and we have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder.

Shareholders must register their proxyholder in advance of the Meeting. Before registering, you must first appoint your proxyholder (see below). To register a proxyholder, Shareholders MUST contact Odyssey by 3:00 p.m. (Mountain Standard Time) on March 17, 2023 and provide Odyssey with the required proxyholder contact information, so that Odyssey may provide the proxyholder with a Meeting-specific control number via email. Beneficial Shareholders in the United States must first obtain a valid legal proxy from their broker, bank or other agent and then register in advance to attend the Meeting. See "*Logging into the Meeting to Vote – Registered Shareholders and Duly Appointed Proxyholders – United States Beneficial Shareholders*" for more information.

Without a Meeting-specific control number, proxyholders will not be able to attend and vote online at the Meeting.

PROXIES

Appointment and Revocation of Proxies

The Instrument of Proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation.

The persons named (the "**Management Designees**") in the enclosed Instrument of Proxy have been selected by the Board and have indicated their willingness to represent, as proxy, the Shareholder who appoints them. **A Shareholder has the right to designate a person (who need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy, the name of the person to be designated and by striking out the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the Corporation's transfer agent, Odyssey Trust Company, Traders Bank Building 702, 67 Yonge Street Toronto, ON M5E 1J8 (Attention: Proxy Department), by email to proxy@odysseytrust.com, by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> no less than 48 hours (excluding Saturdays, Sundays and statutory holidays in Alberta) before the time for holding the meeting or any adjournment or postponement thereof. **Shareholders should notify any nominee that is not a Management Designee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the Shareholder's Common Shares are to be voted and of the instructions on how to register and vote such Common Shares contained herein.** In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to the Corporation's transfer agent, Odyssey Trust Company, Traders Bank Building 702, 67 Yonge Street Toronto, ON M5E 1J8 (Attention: Proxy Department), by email to proxy@odysseytrust.com, by facsimile at (800) 517-4553 (if outside North America) or by internet at <https://login.odysseytrust.com/pxlogin> no less than 48 hours (excluding Saturdays, Sundays and statutory holidays in Alberta) before the time for holding the meeting or any adjournment or postponement thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

A Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his or her authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Odyssey Trust Company, Traders Bank Building 702, 67 Yonge Street Toronto, ON M5E 1J8, at any time prior to 4:30 p.m. (Mountain Standard Time) on the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment or postponement thereof. If you are using a 12-digit control number to login to the

online meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. **If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.**

Advice to Beneficial Shareholders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation's transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Securities Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients (the Beneficial Shareholder). **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. A Beneficial Shareholder wishing to vote at the Meeting must follow the instructions set forth under "Virtual Only Meeting – Registration of a Proxyholder for Online Meeting Participation".**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from their clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") or another intermediary. Broadridge typically prepares a machine readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge or another intermediary it cannot be used as a proxy to vote Common Shares directly at the Meeting as the proxy must be returned (or otherwise reported) as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **A Beneficial Shareholder wishing to vote at the Meeting must follow the instructions set forth under "Virtual Only Meeting – Registration of a Proxyholder for Online Meeting Participation".**

All references to Shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

Exercise of Discretion by Proxy

Each Shareholder may instruct his or her proxy how to vote his or her Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting, by properly executed proxies, will be voted or withheld from voting (including the voting on any ballot) and where a choice with respect to any matter to be acted

upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy accepted by the Corporation, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments or variations of those matters identified in the Instrument of Proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment or postponement thereof. As of the time of printing this Management Information Circular, management knows of no such amendment, variation or other matter. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

Notice-And-Access

This solicitation is made on behalf of management of the Corporation. The Corporation has elected to use the "notice-and-access" provisions (the "**Notice-and-Access Provisions**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the Meeting in respect of the mailing of the Corporation's meeting materials, annual financial statements and management's discussion and analysis to the Beneficial Shareholders (i.e., a Shareholder who holds their shares in the name of a broker or an agent) but not in respect of mailings to registered holders of the Common Shares (i.e., a Shareholder whose name appears on the Corporation's records as a holder of Common Shares). The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post its information circular in respect of a meeting of its shareholders and related materials online.

The Corporation has also elected to use procedures known as "stratification" in relation to the Corporation's use of the Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of an information circular and, if applicable, a paper copy of financial statements and related management's discussion and analysis ("**Financial Information**"), to some shareholders together with a notice of a meeting of its shareholders. In relation to the Meeting, registered Shareholders will receive a paper copy of the Notice of Meeting, this Management Information Circular and a form of proxy and the Corporation's financial statements and related management's discussion and analysis whereas all Beneficial Shareholders will receive a notice containing information prescribed by the Notice-and-Access Provisions and a voting instruction form. In addition, a paper copy of the Notice of Meeting, this Management Information Circular, and a voting direction will be mailed to those Shareholders who do not hold their Common Shares in their own name but who have previously requested to receive paper copies of these materials. We will be delivering proxy-related materials to non-objecting beneficial owners of Common Shares directly with the assistance of Broadridge. The Corporation intends to pay for intermediaries to deliver proxy-related materials to objecting Beneficial Shareholders. Furthermore, a paper copy of the Financial Information in respect of the Corporation's most recently completed financial year will be mailed to those registered and Beneficial Shareholders who previously requested to receive such information.

QUORUM

The by-laws of the Corporation provide that a quorum of Shareholders is present at a meeting of Shareholders of the Corporation if at least two persons holding or representing by proxy not less than five (5%) percent of the outstanding shares of the Corporation entitled to vote at the Meeting are present.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at February 7, 2023 there were 72,139,344 Common Shares issued and outstanding and no preferred shares issued and outstanding. The Common Shares are the only shares entitled to be voted at the Meeting and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares as at the Record Date (being February 7, 2023) are entitled to vote such Common Shares at the Meeting except to the extent that: (a) the Shareholder has transferred the ownership of any of his, her or its Common Shares, as applicable, after the Record Date; and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he, she or it, as applicable, owns the Common Shares, and demands not later than ten (10) days before the Meeting that his, her or its name, as applicable, be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his, her or its Common Shares, as applicable, at the Meeting.

Other than as stated below, to the best of the knowledge of the Corporation's directors and executive officers, as at the date hereof, no person or company beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the votes attached to all of the issued and outstanding Common Shares.

<u>Name of Shareholder</u>	<u>Common Shares Owned, Controlled or Directed</u>	<u>Percentage of the Outstanding Common Shares of the Corporation</u>
DAK Capital Inc.	18,353,309 ⁽²⁾	25.4%

Notes:

- (1) This information as to Common Shares owned, controlled or directed, has been furnished by the respective Shareholder based on public filings.
- (2) DAK Capital Inc. ("**DAK**") has been provided the right that, so long as DAK (including any affiliates of DAK) owns and controls (directly or beneficially) greater than 5% of the outstanding Common Shares on a fully diluted basis, DAK shall have the right to nominate one individual to be a director of the Corporation (the "**DAK Nominee**"). See "*Interest of Informed Persons in Material Contracts*".

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting and detailed below.

Receipt of the Financial Statements and Auditors' Report

At the Meeting, Shareholders will receive and consider the audited financial statements of the Corporation for the year ended October 31, 2022 and the auditors' report thereon. The audited financial statements of the Corporation for the year ended October 31, 2022 and the auditors' report thereon have been approved by the Board and no formal action is required, or proposed to be taken, at the Meeting with respect to these financial statements. These financial statements are available at the Corporation's profile on SEDAR at www.sedar.com.

Fixing the Number of Directors

At the Meeting, it is proposed that the number of directors of the Corporation to be elected at the Meeting be fixed at seven (7), as may be adjusted between Shareholders' meetings by way of resolution of the Board. **Accordingly, unless otherwise, directed, it is the intention of management to vote proxies in the accompanying Instrument of Proxy in favour of fixing the number of directors of the Corporation to be elected at the Meeting at seven (7).**

Election of Directors

The Corporation currently has eight (8) directors for whom their term of office expires at the Meeting. Dr. John Finbow, a current director of the Corporation does not intend to stand for re-election at the Meeting and accordingly, he will retire as a director of the Corporation effective as of the Meeting. All of the other current directors (other than Dr. Finbow) are standing for re-election as directors of the Corporation at the Meeting. **Unless otherwise directed, it is the intention of management to vote proxies in the accompanying Instrument of Proxy in favour of the election as directors for the ensuing year the seven (7) nominees hereinafter set forth:**

Cody Slater
Michael Hayduk

Robert Herdman
Brad Gilewich

Cheemin Bo-Linn
Barbara Holzapfel

Jason Cohenour

Management does not contemplate that any of such nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of Shareholders or until their successor is duly elected or appointed, unless their office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Alberta).

The following table sets forth various details with respect to each of the persons proposed to be nominated for election as a director.

Name, Province/State and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Five Preceding Years	Number and Percentage⁽¹⁾ of Common Shares Beneficially Owned or Controlled or Directed on February 7, 2023
Cody Slater Alberta, Canada	Chief Executive Officer, Chair and Director	February 25, 2009	CEO of Blackline Safety Corp.	1,715,463 2.4%
Michael Hayduk⁽²⁾⁽⁶⁾ Alberta, Canada	Director and Corporate Secretary	February 25, 2009	Retired. Formerly a lawyer with Smith Mack Lamarsh	70,000 0.1%
Robert Herdman⁽²⁾⁽³⁾ Alberta, Canada	Director	April 5, 2011	Retired. Formerly a partner with PricewaterhouseCoopers LLP	44,495 0.1%
Brad Gilewich⁽²⁾⁽⁵⁾⁽⁷⁾ Alberta, Canada	Director	June 23, 2016	President, DAK Capital Inc.	423,168 0.6%
Cheemin Bo- Linn⁽²⁾⁽³⁾⁽⁴⁾ California, USA	Lead Director and Director	November 10, 2020	Formerly Chief Executive Officer of Peritus Partners, Inc.	-
Barbara Holzapfel⁽³⁾ Washington, USA	Director	March 30, 2021	Chief Marketing Officer of Genesys Telecommunications Laboratories, Inc., formerly Vice President, Microsoft Education	-
Jason Cohenour Washington, USA	Director	September 13, 2022	Independent Director, President, Chief Executive Officer and Director at Sierra Wireless, Inc. until May 2018	50,000 0.1%

Notes:

- (1) As at February 7, 2023 there were 72,139,344 Common Shares issued and outstanding.
- (2) Member of the Audit Committee. Mr. Herdman is the Chairman of the Audit Committee.
- (3) Member of the Governance, Compensation and Sustainability Committee. Ms. Bo-Linn is Chair of the Governance, Compensation and Sustainability Committee.
- (4) Lead Director.

- (5) Mr. Gilewich is standing for election as the DAK Nominee. See "*Interest of Informed Persons in Material Contracts*".
- (6) Includes 5,000 Common Shares controlled by Mr. Hayduk but registered in the name of his spouse.
- (7) Mr. Gilewich is the nominee of DAK, which owns or control 18,353,309 Common Shares, representing approximately 25.4% of the issued and outstanding Common Shares.

The Board has adopted a policy (the "**Majority Voting Policy**") which requires that any nominee for director who receives a greater number of votes "withheld" than votes "for" their election as a director shall, forthwith following the applicable shareholders' meeting, submit their resignation to the Board. The Board shall make a determination whether to accept or reject the resignation within 90 days of the applicable shareholders' meeting and a press release shall be issued by the Corporation announcing the Board's determination and the reasons for such determination. In determining whether to accept or reject the tendered resignation, the Board will assess all matters the Board believes to be relevant and shall accept such resignation absent exceptional circumstances. Any director who tenders their resignation shall not participate in any meetings to consider whether the resignation shall be accepted. The Majority Voting Policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected. If the Board determines to accept the resignation, the Board may fill any vacancy resulting from a resignation pursuant to the Majority Voting Policy in accordance with the Corporation's by-laws and articles and applicable laws.

Cease Trade Orders

To the knowledge of the management of the Corporation, none of the proposed directors is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that: (a) while that person was acting in that capacity, was the subject of a cease trade order or similar order, or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or (b) was, after that person ceased to be a director, chief executive officer or chief financial officer, the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

Bankruptcies

To the knowledge of the management of the Corporation, no proposed director of the Corporation is, or within the 10 years prior to the date of this Management Information Circular was: (a) declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person; or (b) was a director or executive officer of a corporation (including the Corporation) that while that person was acting in that capacity or within a year of the person ceasing to act as a director or officer of the corporation became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the knowledge of management of the Corporation, no proposed director of the Corporation has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director of the Corporation.

Appointment of Auditor

Unless otherwise directed, it is management's intention to vote the proxies in favour of the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants ("**PwC**"), to serve as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration as such. PwC has acted as the auditor of the Corporation since October 11, 2006.

Increase to the Number of Common Shares Reserved Under Employee Stock Ownership Plan

The Corporation maintains an employee stock ownership plan ("**ESOP**") that provides that the number of Common Shares that may be issued from treasury for grant under the ESOP is limited to an aggregate of 750,000 Common Shares. Since its adoption in 2012, the ESOP has been used by the Corporation as an important component of its long-term incentive compensation strategy. For a complete summary of the ESOP, as amended and restated, please see "*Statement of Executive Compensation – Compensation Discussion and Analysis – Components of Executive Compensation – Long-Term Incentive Compensation – Employee Share Ownership Plan*" below.

Due the Corporation's continued growth, the Corporation believes that it does not have sufficient room under the ESOP to enable the Corporation to have sufficient flexibility to issue Common Shares from treasury from time to time under the ESOP, thereby limiting the ESOP's continued use in the future, and its ability to form an integral part of the Corporation's long-term compensation strategy. As such, at the Meeting, the Corporation is seeking Shareholder approval to increase the number of Common Shares that may be issued from treasury for grant pursuant to the ESOP from 750,000 Common Shares to 1,500,000 Common Shares. The Common Shares issued from treasury for grant under the ESOP, together with the Common Shares reserved for issuance pursuant to outstanding Options under the Stock Option Plan (each as defined herein), may not exceed 10% of the aggregate issued and outstanding Common Shares (72,139,344 Common Shares as at February 7, 2023). The Stock Option Plan also provides that the number of Common Shares reserved for issuance on exercise of all Options outstanding under the Stock Option Plan (5,619,447 Options outstanding as at February 7, 2023) and all other Share Compensation Arrangements (as defined herein) at any time shall not exceed 10% of the issued and outstanding Common Shares at the time in question. As at February 7, 2023, 739,051 Common Shares had been issued from treasury pursuant to the ESOP and as a result 10,949 Common Shares remain available for grant under the ESOP (less than 1% of the issued and outstanding Common Shares as at February 7, 2023).

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the following ordinary resolution to approve an increase to the aggregate number of Common Shares that may be issued from treasury for grant pursuant to the ESOP:

"BE IT RESOLVED THAT:

1. the aggregate number of common shares ("**Common Shares**") of Blackline Safety Corp. (the "**Corporation**") that may be issued from treasury for grant under the Corporation's employee stock ownership plan, be and is hereby increased from 750,000 Common Shares to 1,500,000 Common Shares;
2. any one (or more) directors or officers of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution; and
3. notwithstanding that this resolution has been passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Corporation, at any time if such revocation is considered necessary or desirable by the directors."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in favour of the ordinary resolution approving the increase to the number of Common Shares issuable under the ESOP. In the event Shareholders do not approve the foregoing resolution, the number of Common Shares issuable under the ESOP will remain at 750,000 and the Corporation will

continue to be able to issue Common Shares from treasury up to such limit (as well as have market purchases completed to satisfy its obligations thereunder).

STATEMENT OF EXECUTIVE COMPENSATION

Introduction

The Corporation's compensation policies are founded on the principle that compensation should be aligned with Shareholders' interests, while also recognizing that the Corporation's corporate performance is dependent upon the retention of highly trained, experienced and committed executive officers and employees who have the necessary skill sets, education, experience and personal qualities required to manage the Corporation's business. The Corporation's compensation policies also recognize that the various components thereof must be sufficiently flexible to adapt to unexpected developments in its business and the impact of internal and market-related occurrences from time to time.

The main objectives of the Corporation's executive compensation program are to attract, recruit and retain individuals of high caliber to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align their interests with the long-term interests of Shareholders. In approaching these key objectives, the Board recognizes that compensation based on performance promotes the Corporation's continued growth in production, reserves, funds from operations and earnings on an absolute and per share basis.

Governance, Compensation and Sustainability Committee Mandate

The Board has adopted terms of reference for the Governance, Compensation and Sustainability Committee of the Board (the "**Committee**"), which outline the responsibilities of the Committee with respect to compensation, sustainability and corporate governance matters of the Corporation. The Committee has the authority and responsibility for reviewing and recommending to the Board remuneration strategies for the Corporation, with particular emphasis on the senior officers and members of the Board. Without limiting the generality of the foregoing, the duties of the Committee may include any of the following as determined appropriate by the Committee or as requested by the Board from time to time:

- (a) reviewing the compensation philosophy and remuneration policy for employees of the Corporation and to recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate employees;
- (b) reviewing and approving corporate goals and objectives relevant to the compensation of the executive officers, including the Chief Executive Officer of the Corporation (the "**CEO**"), evaluating the performance of such officers in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) executive officer compensation based on such evaluation;
- (c) periodically reviewing and administering the Stock Option Plan, ESOP and other incentive plans (collectively, the "**Share Compensation Arrangements**") approved by the Board in accordance with their terms, including recommending (and if delegated authority thereunder, approving) the grant of share Options or other incentives under the Share Compensation Arrangements in accordance with the terms thereof;
- (d) reviewing risks facing the Corporation relating to executive and employee compensation matters and recommending mitigation strategies to manage such risks;
- (e) determining and recommending for approval of the Board bonuses to be paid to officers and employees of the Corporation and its subsidiaries, as applicable, and establishing targets or criteria for the payment of such bonuses, if appropriate; and
- (f) reviewing the disclosure as to compensation matters included in any information circular and proxy statement of the Corporation as mandated by applicable securities laws including, without limitation, the compensation discussion and analysis included therein, prior to the Corporation publicly disclosing the same.

Other than in connection with the administration of the STIP (as defined below), the Committee does not use any specific performance measurements to determine compensation levels of the directors and senior officers. The recommendations of the Committee are submitted to the Board for ratification.

Composition of the Committee

The Committee may be comprised of at least three Board members and all such members must be "independent", under National Policy 58-201 – *Corporate Governance Guidelines*. During the year ended October 31, 2022, the Committee was comprised of Cheemin Bo-Linn, Dr. John Finbow, Robert Herdman and Barbara Holzapfel all of whom are independent directors. Dr. Finbow will retire as a director at the Meeting and will no longer serve on the Committee. Set forth below is a brief summary of the education and experience of the current members of the Committee, which enables the members to make decisions on the suitability of the Corporation's compensation policies and practices of the Corporation.

Cheemin Bo-Linn: Ms. Bo-Linn formerly served as Chief Executive Officer of Peritus Partners, Inc. until 2023, a valuation accelerator which also provides consulting and operations expertise in software, Internet of Things, mobile and digital (analytics, marketing, e-commerce and cybersecurity). She previously was a Vice-President of IBM Corporation where she was responsible for a fast growth multi-billion-dollar global business. In 2015, she was inducted into the 'Women in Technology Hall of Fame' by the Women in Technology International professional association. Ms. Bo-Linn currently and previously served on several boards across the U.S., Canada and Europe. Ms. Bo-Linn earned a doctorate degree in computer-based management information systems and organizational change from the University of Houston.

Dr. John Finbow: Dr. Finbow has been involved in several start-up companies as an investor, director, and consultant both in the U.S. and the UK. Dr. Finbow was the Chairman of BW Technologies Ltd. until the sale of the company to First Technology in 2004. Prior thereto, Dr. Finbow was a founding member of City Technology Ltd., a company designed to manufacture a range of electrochemical gas sensors. He assumed the role of Chief Executive Officer in 1989 and oversaw the management buyout of the company in 1993 for \$50 million followed by its successful initial public offering on the London Stock Exchange in 1996 with a valuation of approximately \$170 million. Dr. Finbow retired from City Technology Ltd. in 1999. He is a graduate from the University of London with a degree in Chemistry.

Robert Herdman, FCA: Mr. Herdman is a Fellow Chartered Accountant and was formerly a senior partner at PwC in Calgary serving the firm's largest Calgary based public clients with extensive experience in a number of industries including manufacturing, utilities, transportation, mining, oil and gas and financial services. After enjoying a 34-year career with PwC, Mr. Herdman retired from practice in 2010. He currently serves on the board of directors of a number of companies, he previously served on a number of committees overseeing the practice of accounting in Alberta and has also served as a director for a number of not-for-profit organizations. Mr. Herdman graduated with a Bachelor of Education degree from the University of Calgary.

Barbara Holzapfel: Ms. Holzapfel currently serves as Chief Marketing Officer of Genesys Telecommunications Laboratories, Inc. She previously served as Vice President, Microsoft Education at Microsoft Corporation and as Senior Vice President and Managing Director for SAP Labs North America, having previously served as Chief Marketing Officer for two fin-tech companies. Ms. Holzapfel earned her master's degree in business administration from the University of Michigan and the University of Saarbrücken, Germany.

Compensation Consultant or Advisor

In February 2022, the Committee formally retained the services of Hugessen Consulting Inc. ("**Hugessen**") as compensation consultant to provide advice on the competitiveness and effectiveness of compensation programs for the directors and executive officers of the Corporation. This advice included, but was not limited to, base salaries, short and long-term incentives, pensions, benefits, perquisites, employment and change of control provisions, analysis of performance factors used to determine incentive awards and payouts and pay for performance analysis, peer group development, and considerations for compensation of international executive officers and directors.

Hugessen also reviewed the Corporation's compensation policy (including choice of comparator companies, pay and performance positioning, performance metrics, etc.), plan designs and pay levels versus the market, and provided observations and advice as to changes for consideration by the Committee.

The fees paid by the Corporation to Hugessen for the work performed in the years noted are as follows:

Type of Service Provided	Year ended October 31, 2022	Year ended October 31, 2021
Executive Compensation- Related Fees	\$84,960	\$-
All Other Fees	\$-	\$-
Total	\$84,960	\$-

Compensation Discussion and Analysis

As at October 31, 2022, the named executive officers (as defined in Form 51-102F6 and as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102")) of the Corporation were Cody Slater – Chief Executive Officer, Shane Grennan – Chief Financial Officer, Christine Gillies – Chief Marketing Officer, Brian Sweeney – Chief Technology Officer and Sean Stinson – Chief Growth Officer (formerly Chief Revenue Officer) (each a "Named Executive Officer").

Objectives of Executive Compensation

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's objectives and increase Shareholder value. The main objective of the compensation program is to reward the contribution of executives based on the overall success and strategic growth of the Corporation. The compensation program is designed to reward individual performance by aligning a component of the compensation with the Corporation's business performance, through the Corporation's short-term incentive plan and long-term incentive plans that incorporate a stock option plan (the "**Stock Option Plan**") and the ESOP thereby enhancing the value of the Corporation's Common Shares. The philosophy of the Corporation is to pay the Named Executive Officers a total compensation amount that is competitive with other executives in its peer group in the technology industry and that is consistent with the experience and responsibility level of the individual. The purpose of executive compensation is to reward the executives and directors for their contributions to the achievements of the Corporation, on both an annual and long-term basis. The Committee, with the assistance of its outside advisor, reviews compensation information available in the public domain with respect to companies considered to be in the Corporation's peer group. In selecting a benchmarking group for comparison purposes to ensure competitiveness, the Corporation's compensation advisor provided a list of peer group members for consideration for benchmarking purposes, that was considered by the CEO and the Committee, which included entities with which the Corporation may compete for talent and on other factors, including market capitalization, geographic focus, enterprise value, capital requirements, revenue and product and service offerings. Currently, the entities included in the Corporation's benchmarking peer group are: Magnet Forensics Inc., Pason Systems Inc., Tecsys Inc., Computer Modelling Group Ltd., Sangoma Technologies Corporation, Sylogist Ltd., Quarterhill Inc., Opsens Inc., Haivision Systems Inc., Identiv, Inc., Aviat Networks, Inc., Rekor Systems, Inc. and KVH Industries, Inc.

The compensation program of the Corporation provides incentives to achieve both short and long-term objectives. The short-term incentives include salary and bonus payments to the Named Executive Officers based on certain performance metrics, including the financial performance of the Corporation. Increasing the value of the Corporation may increase the amounts paid to the Named Executive Officers. The Corporation also provides long-term incentives to its executives and directors through grants of options ("**Options**") under the Stock Option Plan and through participation in the ESOP. These long-term incentives closely link the interests of the Named Executive Officers and directors to Shareholders of the Corporation.

Components of Executive Compensation

The Corporation's executive compensation in the financial year ended October 31, 2022 consisted of:

- base salaries;
- short-term incentive plan;
- long-term incentive plan – option and share-based awards (including participation in the ESOP); and
- personal benefits and perquisites.

A description of the criteria used in each element of compensation is described below.

Base Salaries

The purpose of the base salary is to attract and retain executives by providing a competitive base compensation. The level of base salary for each Named Executive Officer is determined by the level of responsibility given to that Named Executive Officer and the level of skills and capabilities demonstrated by the Named Executive Officer. In addition, the Committee targets base salaries at levels that are generally competitive with industry ranges.

The Board approves any changes to the compensation of the CEO based upon the recommendation of the Committee. Salary levels for other Named Executive Officers are approved by the Committee based on the recommendation of the CEO within a range established through benchmarking relative to the comparative industry ranges as advised by Huggessen.

Short-Term Incentive Plan

In 2022 the Corporation adopted a short-term incentive plan (the "STIP") which is a program of short-term variable compensation designed to reward Named Executive Officers on an annual basis for achieving the Corporation's business objectives. The Corporation's business objectives are generally established by the Board at the start of each year. Determination of the amount of annual bonus awarded to each Named Executive Officer is based on an assessment by the Committee of several factors, including but not limited, to the contribution of the individual to the overall progress of the Corporation in achieving its stated business objectives. The purpose of the annual bonus is to pay for performance, align the Named Executive Officer's economic interest with the Corporation's business objectives and to motivate and retain the executives.

Each Named Executive Officer is eligible for an award under the STIP if established financial corporate and personal goals and objectives are achieved. Each year, these goals and objectives are reviewed and approved by the Committee and are intended to be aligned with the goals and targets of the Corporation for that year. The composition of the STIP award each year is determined by the aggregate STIP performance score ("**STIP Performance Score**") achieved by a Named Executive Officer. The STIP Performance Score is calculated differently for each Named Executive Officer based upon the relative weightings assigned to results achieved under the Balanced Scorecard (as defined below) and on performance against individual objectives. The formula for calculating the STIP Performance Score is substantially as set out below. For the 2022 STIP program, the following table shows the relative weightings placed on the applicable scorecard results and the individual leadership and personal performance objectives for each of the Named Executive Officers.

Position	STIP Target for 2022 (% Salary)	Corporate Financial Performance Weighting (% STIP)	Individual Performance Weighting (% STIP)
Chief Executive Officer ⁽¹⁾	-	-	-
Chief Financial Officer	30	70	30
Chief Marketing Officer	30	70	30
Chief Technology Officer	40	70	30
Chief Growth Officer	40	70	30

Note:

- (1) In the year ended October 31, 2022 the CEO elected to not participate in the STIP.

The Committee approves the corporate financial performance objectives and target performance levels to be achieved and incorporated into a balanced scorecard for the fiscal year (the "**Balanced Scorecard**"). The Balanced Scorecard is developed and recommended by management for approval by the Committee each year. The corporate financial performance portion of the STIP for the Named Executive Officers are based on these objectives and targets. Individual performance goals for each Named Executive Officer are agreed with the CEO and are utilized in assessing performance against personal objectives for the STIP calculations.

The Balanced Scorecard objectives are based on the Corporation's business plan for the year and establish specific, measurable performance targets for each objective. Corporate scorecard categories and their relative weighting on the 2022 Balanced Scorecard are as follows:

- achievement of corporate financial performance target for revenue (35%);
- achievement of corporate financial performance target for earnings before interest, taxation, depreciation and interest ("**EBITDA**") for the Corporation (35%); and
- achievement of individual role specific objectives (30%).

Metrics	Performance Weighting (%)	Performance Targets (Payout Ranges - multiple of target STIP)			
		Below Threshold	Threshold Performance	Target Performance	Maximum Performance
		0.0x	0.5x	1.0x	1.5x
Financial Performance	70				
Revenue	35	<Target -20%	Target -20%	Target	Target +20%
EBITDA	35	<Target -20%	Target -20%	Target	Target +20%
Individual Performance	30				
Role specific objective	15	Specific metrics for each Named Executive Officer as agreed upon by the CEO and approved by the Committee			
Role specific objective	15				
Total	100				

The Committee can recommend to the Board who has the discretion to alter the conditions of the STIP, if warranted.

Prior to the year ended October 31, 2022, the short-term incentive compensation was in the form of an annual bonus. The determination of the amount of bonus awarded to each Named Executive Officer was discretionary and based on an assessment by the Committee of several factors, including but not limited to, the contribution of the individual to the overall progress of the Corporation in achieving its stated business objectives. The purpose of the annual bonus was to pay for performance, align the Named Executive Officers' economic interest with the Corporation's business objectives and to motivate and retain the Named Executive Officers.

2022 Balanced Scorecard results

The following table shows the 2022 Balanced Scorecard objectives and performance results achieved relative to the corporate financial objectives.

Metric	Performance Weighting (%)	Performance Target	STIP Performance Score
Revenue	35	Below Threshold	-
EBITA	35	Threshold Performance	0.5x

The following table shows the 2022 Balanced Scorecard objectives and performance results achieved relative to those individual job specific objectives.

Position	Performance Weighting (%)	Individual Performance Target	STIP Performance Score
Chief Executive Officer ⁽¹⁾	-	-	-
Chief Financial Officer	30	Target Performance	1.0x
Chief Marketing Officer	30	Target Performance	1.0x
Chief Technology Officer	30	Target Performance	1.0x
Chief Growth Officer	30	Target Performance	1.0x

Note:

- (1) In the year ended October 31, 2022, Mr. Slater in his capacity as CEO elected to not participate in the STIP.

Long-Term Incentive Plan – Option and Share-Based Awards

The long-term incentive plans ("**LTIP**") are intended to induce and reward behavior that creates long-term value for Shareholders by aligning executive and Shareholder interests, focusing executives on long-term value creation and also to retain key executives.

The LTIP element of compensation for executives consist of participation in the Stock Option Plan and in the ESOP. Named Executive Officers may be issued Options to purchase Common Shares or other option-based awards as recommended by the Committee. Named Executive Officers are excluded from the decision-making process regarding option-based compensation to be awarded to them. Beginning in October 2022, in accordance with the recommendation of Hugessen and as approved by the Committee, the number of Options granted to Named Executive Officers was on an individual target dollar value (based on the Black-Scholes option valuation methodology) for each Named Executive Officer as based on a percentage of base salary. Prior to 2022, the amount of Options granted to Named Executive Officers was based on the discretion of the Committee with previous grants of option-based awards taken into account when considering new grants to Named Executive Officers.

All employees and Board members, including Named Executive Officers, may participate in the ESOP, which was approved by Shareholders on April 18, 2012 and began in November 2012. The ESOP was amended as of January 18, 2022 as a result of the Corporation's graduation to the TSX.

Stock Option Plan

The Stock Option Plan is administered by the Board, or if appointed, by a committee of directors appointed from time to time by the Board.

The Board may designate eligible service providers of the Corporation and its subsidiaries and affiliates to whom Options may be granted and the number of Common Shares to be optioned to each, provided that the number of Common Shares to be optioned will not exceed the limitations set out below:

- (a) the number of Common Shares reserved for issuance on exercise of all Options outstanding under the Stock Option Plan and all other Share Compensation Arrangements at any time shall not exceed 10% of the issued and outstanding Common Shares at the time in question (the "**Common Share Maximum**");
- (b) the number of Common Shares reserved for issuance under the Stock Option Plan to any one person granted Options (an "**Optionee**") shall not exceed 2% of the issued and outstanding Common Shares;
- (c) the number of Common Shares issuable to insiders (as defined in the *Securities Act* (Ontario) and also including associates or affiliates thereof, ("**Insiders**")), at any time, under all Share Compensation

Arrangements, including the Stock Option Plan, shall not exceed 10% of the issued and outstanding Common Shares; and

- (d) the number of Common Shares issued to Insiders, within any one year period, under all Share Compensation Arrangements, including this Stock Option Plan, shall not exceed 10% of the issued and outstanding Common Shares.

Options that are cancelled, terminated or expire prior to the exercise of all or a portion thereof will result in the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Stock Option Plan.

The Board (or appointed committee of the Board) may, in its sole discretion, determine: (i) the time during which Options will vest; and (ii) the method of vesting. The exercise price (the "**Exercise Price**") of any Option will be fixed by the Board when such Option is granted, provided that such price shall not be less than the Current Market Price. For this purpose, "**Current Market Price**" means the volume-weighted average trading price of the Common Shares on the TSX (or if the Common Shares are listed on more than one stock exchange, on such stock exchange as may be designated by the Committee for such purpose) for the five (5) trading days immediately preceding the date of the grant of Options and, for this purpose, the volume-weighted average trading price shall be calculated by dividing the total value by the total volume of Common Shares traded for such period; or, if the Common Shares are not listed on any exchange, a price determined by the Committee. The period during which an Option is exercisable shall be such period, not in excess of five (5) years, as may be determined by the Board at the time of grant (the "**Exercise Period**"). Options will not be assignable or transferable by the Optionee, either in whole or in part.

In addition, the Stock Option Plan provides that:

- (a) *Termination for Cause* – if the Optionee is no longer an officer of or in the employ of either the Corporation or a subsidiary thereof, as a result of termination for cause, effective at the date on which notice is given to the Optionee of such termination, all Options held by the Optionee, whether vested at such date or unvested, shall terminate and become null and void;
- (b) *Termination not for Cause* – if the Optionee shall no longer be an officer of or be in the employ of either the Corporation or a subsidiary thereof, as a result of termination other than termination for cause, effective at the earlier of the date on which notice is given in respect of such termination and the end of the Exercise Period, all Options held by the Optionee which have not vested at such date shall terminate and become null and void, unless determined otherwise by the Committee in its sole discretion. With respect to the portion of the outstanding Options which are held by such Optionee and which have vested at the expiration of such period, unless determined otherwise by the Board in its sole discretion, the Optionee shall have until the earlier of:
- a. ninety (90) days from the date on which notice is given in respect of such termination; and
 - b. the end of the Exercise Period,

to exercise any Options which have vested as aforesaid and any vested Options which have not been so exercised shall terminate and become null and void;

- (c) *Voluntary Resignation* – if the Optionee voluntarily ceases to be a director or officer of or be in the employ of either the Corporation or a subsidiary thereof other than as a result of such Optionee's retirement or death, effective at the earlier of the last day of any notice period applicable in respect of such voluntary resignation and the date on which the Optionee ceases to be in the employ of either the Corporation or a subsidiary thereof, all unvested Options held by the Optionee shall terminate and become null and void and all vested Options held by the Optionee shall terminate and become null and void on the date that is 30 days from such date;

- (d) *Retirement* – if an Optionee ceases to be a director or an officer of or be in the employ of either the Corporation or a subsidiary thereof as a result of such Optionee's retirement, on the date of such Optionee's retirement, the Optionee shall only have until the earlier of:
- a. ninety (90) days from the date of such Optionee's retirement or such other date as may be determined by the Committee; or
 - b. the end of the Exercise Period,

to exercise any Options which have vested at the date of exercise, and at the expiration of such period any Options which have not been exercised shall terminate and become null and void. Furthermore, the Committee shall have the discretion, if it feels that it is appropriate, to alter the consequences of the retirement of an Optionee on such Optionee's outstanding Options; and

- (e) *Death* – if the Optionee shall no longer be a director or an officer of or be in the employ of either the Corporation or a subsidiary thereof as a result of the death of the Optionee, all Options which have not vested at such date shall immediately vest and the executor, administrator or personal representative of such Optionee shall have until the earlier of:
- a. twelve (12) months from the date of death of such Optionee; and
 - b. the end of the Exercise Period,

to exercise any outstanding Options, and at the expiration of such period, any Options which have not been exercised shall terminate and become null and void.

In the event of a subdivision or consolidation of the outstanding Common Shares, a corresponding adjustment will be made changing the number of Common Shares deliverable upon the exercise of any Option granted prior to such event. In the event the Corporation is reorganized, merged, consolidated or amalgamated with another corporation, appropriate provisions will be made for the continuance of the Options outstanding under the Stock Option Plan.

As of February 7, 2023, Options to purchase 5,619,477 Common Shares are outstanding under the Stock Option Plan. The details of the Corporation's 2022, 2021 and 2020 Option grants are set out below.

Year	Options Granted	Common Shares Outstanding at Year End	Options Granted as a % of Common Shares Outstanding
2022	2,568,500	72,063,093	3.56%
2021	1,581,500	60,221,726	2.63%
2020	874,000	54,295,715	1.61%

The Stock Option Plan allows the Board to amend or discontinue the Stock Option Plan and Options granted thereunder at any time without Shareholder approval, provided any amendment to the Stock Option Plan that requires approval of the TSX may not be made without approval of the TSX. Without the prior approval of Shareholders, or such approval as may be required by the TSX, the Board may not:

- (a) make any amendment to the Stock Option Plan to increase the Common Share Maximum;
- (b) reduce the Exercise Price of any outstanding Options;
- (c) cancel an Option and subsequently issue the holder of such Option a new Option or other entitlements in replacement thereof;
- (d) extend the term of any outstanding Option beyond the original expiry date of such Option;

- (e) make an amendment to increase the maximum limit on the number of securities that may be issued to Insiders;
- (f) make any amendment to the Stock Option Plan that would permit an Optionee to transfer or assign Options to a new beneficial Optionee other than in the case of death of the Optionee; or
- (g) make an amendment to amend the amending provisions of the Stock Option Plan.

The following sets forth the number of Options granted during the periods noted below and the potential dilutive effect of such Options.

Period	Options Granted	Weighted average Common Shares outstanding⁽¹⁾	Burn Rate⁽²⁾
2022	2,568,500	62,584,204	4.10%
2021	1,581,500	54,658,286	2.89%
2020	874,000	49,055,489	1.78%

Notes:

- (1) The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period; a reasonable approximation of the weighted average is adequate in many circumstances. The weighted average number of securities outstanding is to be calculated in accordance with the CPA Canada Handbook, as such may be amended or superseded from time to time.
- (2) The burn rate for a given period is calculated by dividing the number of Options granted during such period by the weighted average number of Common Shares outstanding during such period.

Employee Share Ownership Plan

Similar to the Stock Option Plan, the purpose of the ESOP is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and of its subsidiaries and affiliates, if any, to acquire Common Shares thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation.

The ESOP is administered by the Chief Financial Officer of the Corporation or such other person as the Corporation may from time to time delegate.

Pursuant to the ESOP, active employees of the Corporation who have been employed for at least three (3) months may contribute a percentage of their gross annual salary to purchase Common Shares. For each \$1.00 contributed by the employee, the Corporation will contribute \$0.50 or will issue an equivalent amount of Common Shares from treasury, rounding down to the nearest Common Share, subject to the following current limitations set out below:

- (a) only 750,000 Common Shares may be issued from treasury under the ESOP; and
- (b) the Corporation's contribution to a participant is limited to 1% of the issued and outstanding Common Shares and a maximum of 2% in aggregate of the issued and outstanding Common Shares within a 12-month period.

As noted earlier, Blackline is currently seeking approval at the Meeting to increase the number of Common Shares issuable under the ESOP from 750,000 to 1,500,000.

In addition, the number of Common Shares issuable to Insiders, at any time, under all Share Compensation Arrangements, including the ESOP, shall not exceed 10% of the outstanding Common Shares and the number of

Common Shares issued to Insiders, within any one year period, under all Share Compensation Arrangements, including the ESOP, is limited to 10% of the outstanding Common Shares. Common Shares issued from treasury are issued based on the volume-weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately preceding the issuance of such Common Shares in accordance with the rules of TSX.

Any employee electing to participate in the ESOP may contribute up to a maximum of 10% (based upon 1% increments) of their total annual salary each year, excluding bonuses, commissions, deferred compensation, overtime pay, statutory holiday pay, severance and any special incentive programs. An employee can change his or her designated percentage of payroll deduction contributed, including electing no further payroll deductions be made, to the ESOP by giving the Corporation a completed form indicating the change. The employee's contribution will be changed on the first payroll that is a minimum of five (5) business days after receipt of the change form. Board members may contribute up to \$2,000 per month into the ESOP. Participants are entitled to use registered retirement savings plans, tax free savings accounts and other approved methods to participate in the ESOP. Consultants authorized to participate in the ESOP may contribute an amount agreed to by the Corporation from a minimum of 0% to a maximum of 10% (in 1% increments) of their equivalent monthly fee for services in accordance with their consulting agreement.

The employee's portion of contributions, and the Corporation's contributions if Common Shares are not to be issued from treasury, will be used to acquire Common Shares. The Common Shares will be acquired through open market purchases by an appointed administrator (the "**Administrator**") through the facilities of TSX, within ten (10) business days (subject to available trading volume of Common Shares) of receiving the contribution. The Common Shares issued from treasury and acquired via the open market, if any, will be placed in an account in the name of the employee (the "**Participant Account**") with the Administrator. The Corporation's contributions vest immediately for directors and vest as follows for employees:

- (a) In the first year of enrollment, one (1) year from the date of the contribution;
- (b) In the second year of enrollment, six (6) months from the date of contribution; and
- (c) In the third year of enrollment, immediately.

All unvested contributions which are forfeited due to an employee leaving the Corporation (for any reason, including death or retirement) will be returned to the Corporation. No right of a participant under the ESOP and no interest in Participant Account is capable, either in whole or in part, of being sold, assigned, pledged or hypothecated, whether by way of security or otherwise.

In the event of a subdivision or consolidation of the outstanding Common Shares, a corresponding adjustment will be made in the number of Common Shares held by the Administrator under the ESOP.

The ESOP allows the Corporation to amend or discontinue the ESOP at any time in its discretion, provided that no amendment, suspension or discontinuance of the ESOP may contravene the requirements of the TSX or any securities commission or regulatory body to which the ESOP or the Corporation is subject to. Notwithstanding these provisions, should changes be required to the ESOP by any securities commission, stock exchange or other governmental or regulatory body of any jurisdiction to which the ESOP or the Corporation now is or hereafter becomes subject, such changes shall be made to the ESOP as are necessary to conform with such requirements and, if such changes are approved by the Board, the ESOP, as amended, shall be filed with the records of the Corporation and shall remain in full force and effect in its amended form as of and from the date of its adoption by the Board. In addition, the ESOP provides that, no amendment shall be made to the ESOP, without the approval of the Shareholders to be received in such manner as may be required by the policies of the TSX to:

- (a) increase number of Common Shares that are available to be issued from treasury pursuant to the ESOP;
- (b) increase the number of Common Shares that may be issued to Insiders of the Corporation; or
- (c) make any amendments to the amending provisions of the ESOP.

In addition to the foregoing, unless the policies of the TSX specifically require Shareholder approval of an amendment, the Board can make such amendment without Shareholder approval.

The following sets forth the number of Common Shares issued from treasury under the ESOP during the periods noted below and the potential dilutive effect of such issuances.

Period	Common Shares Issued	Weighted average Common Shares outstanding⁽¹⁾	Burn Rate⁽²⁾
2022	173,097	62,584,204	0.28%
2021	83,479	54,658,286	0.15%
2020	68,996	49,055,489	0.14%

Notes:

- (1) The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period; a reasonable approximation of the weighted average is adequate in many circumstances. The weighted average number of securities outstanding is to be calculated in accordance with the CPA Canada Handbook, as such may be amended or superseded from time to time.
- (2) The burn rate for a given period is calculated by dividing the number of Common Shares issued during such period by the weighted average number of Common Shares outstanding during such period.

Benefits and Perquisites

The level of other perquisites depends on the employee's position. The purpose of the benefits and perquisites is to attract, retain and motivate employees.

Risk Implications Associated with Compensation Policies and Practices

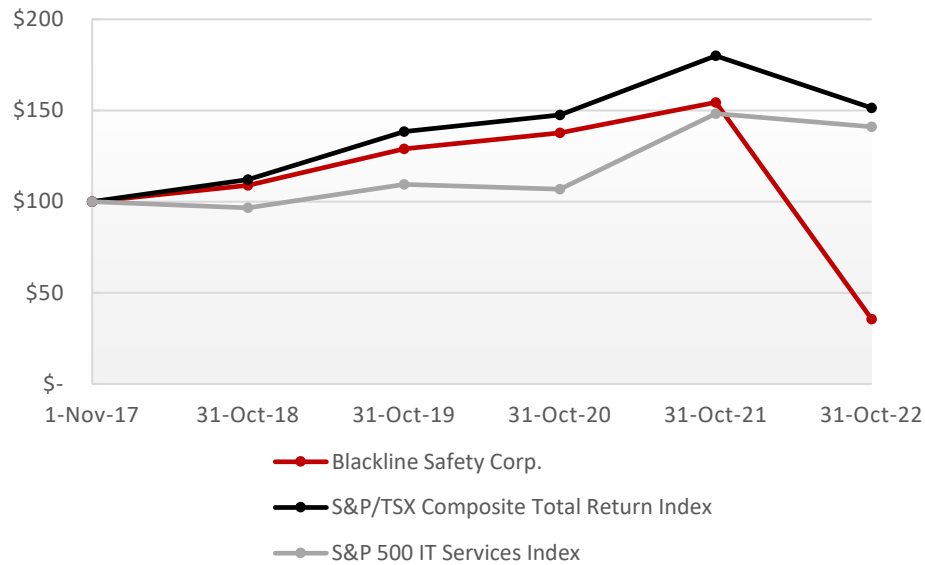
The Committee has not made an assessment of the risk implications associated with the Corporation's compensation policies and practices.

Short Sales, Puts, Calls and Options

Pursuant to the Corporation's Insider Trading and Reporting Policy, directors, officers, employees and consultants of the Corporation may not: (i) engage in "short sales" of securities of the Corporation; or (ii) buy or sell puts, calls or other derivatives in respect of securities of the Corporation that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held by such persons.

Performance Graph

The following graph illustrates the Corporation's cumulative Shareholder return over its five most recently completed financial years, assuming an initial investment of \$100.00 compared to the S&P/TSX Composite Index and the S&P 500 IT Services Index.



	October 31, 2018	October 31, 2019	October 31, 2020	October 31, 2021	October 31, 2022
Blackline Safety Corp.	109	129	138	154	36
S&P/TSX Composite Total Return Index	112	138	147	180	151
S&P 500 IT Services Index	97	109	107	148	141

The compensation of Blackline's CEO and executive management contains various elements, not all of which are directly related to Shareholder returns. As such, the trends in compensation do not necessarily correspond to the trends in equity indices illustrated in the preceding table. The Committee and the Board review executive compensation of the CEO and executive management annually and consider a variety of factors which are included in the discussion under the headings of the *Compensation Discussion and Analysis* herein. The Committee and the Board believe that Shareholder returns are an important consideration in the creation of compensation programs in order to align executive compensation with Shareholder interests. Specifically, compensation delivered through the ESOP and the Stock Option Plan is correlated to absolute Shareholder returns. Accordingly, the Committee and the Board believe that the compensation of the CEO and executive management is appropriately aligned with the interest of Shareholders.

Summary Compensation Table

The following table sets forth for the years ended October 31, 2022, October 31, 2021 and October 31, 2020, information concerning the compensation earned by the Named Executive Officers.

Name and Principal Position	Year Ended October 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation ⁽³⁾ (\$)	Total Compensation (\$)
					Annual Incentive Plans ⁽²⁾ (\$)	Long-Term Incentive Plans (\$)			
Cody Slater ⁽⁴⁾⁽⁵⁾ Chief Executive Officer and director	2022	309,349	Nil	64,885	Nil	Nil	Nil	13,436	387,670
	2021	237,750	Nil	101,286	Nil	Nil	Nil	11,979	351,015
	2020	185,000	Nil	73,190	Nil	Nil	Nil	9,052	267,242
Shane Grennan Chief Financial Officer	2022	280,402	Nil	109,280	22,000	Nil	Nil	10,447	422,129
	2021	212,838	Nil	101,286	20,000	Nil	Nil	10,712	344,836
	2020	182,000	Nil	73,190	Nil	Nil	Nil	8,920	264,110
Christine Gillies ⁽⁶⁾ Chief Marketing Officer	2022	263,626	Nil	197,995	25,000	Nil	Nil	1,018	487,639
	2021	103,231	Nil	135,511	Nil	Nil	Nil	Nil	238,742
Brian Sweeney ⁽⁷⁾ Chief Technology Officer	2022	473,106	Nil	361,841	102,000	Nil	Nil	285	937,232
	2021	178,657	Nil	225,852	92,902	Nil	Nil	Nil	497,411
Sean Stinson Chief Growth Officer (formerly Chief Revenue Officer)	2022	352,243	Nil	122,940	44,000	Nil	Nil	12,081	531,264
	2021	212,462	Nil	101,286	25,000	Nil	Nil	10,699	349,447
	2020	180,000	Nil	73,190	Nil	Nil	Nil	8,809	261,999

Notes:

- (1) **"Option-Based Award"** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The fair values of Option grants have been determined using the same methodology and values used in determining the share option value for the Corporation's financial statements as the Corporation believes it represents the best estimate of fair value of the Options at the time of grant. The fair value of these Options was calculated by using the Black-Scholes option pricing model as follows: (i) for Options granted during the financial year ended October 31, 2022 by assuming a risk-free interest rate of 1.43% - 3.49%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 39% - 45% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 25% applied to that fair value; (ii) for Options granted during the financial year ended October 31, 2021 by assuming a risk-free interest rate of 0.30% - 0.69%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 28% - 33% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 13% applied to that fair value; and (iii) for Options granted during the financial year ended October 31, 2020 by assuming a risk-free interest rate of 0.52% - 0.58%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 32% - 36% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 13% applied to that fair value. For the value of Options that vested in the current year see *"Incentive Plan Awards – Value Vested or Earned During the Year"*.
- (2) **"Annual Incentive Plans"** represent the amounts earned in cash through the Corporation's STIP. See *"Components of Executive Compensation – Short-Term Incentive Plan"*. The applicable Named Executive Officers participate in the STIP in accordance with the STIP Performance Score and Balanced Scorecard as described in *"Components of Executive Compensation – Short-Term Incentive Plan"*.

- (3) "All Other Compensation" represents the Corporation's share of the contribution to the ESOP. See "Components of Executive Compensation – Long-term Incentive Plan – Employee Share Ownership Plan". The Named Executive Officers participate in the ESOP on the same terms and using the same formulas as for other participants.
- (4) The option-based award represents compensation paid to Mr. Slater in his capacity as a director of the Corporation.
- (5) In the year ended October 31, 2022 Mr. Slater in his capacity as CEO elected to not participate in the annual incentive plan (STIP).
- (6) Ms. Gillies commenced employment with the Corporation in June 2021.
- (7) Mr. Sweeney commenced employments with the Corporation in June 2021 and is compensated in United States dollars with disclosed amounts converted to Canadian dollars.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Corporation as of the most recent financial year-end, including awards granted before the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date (Day-Month-Year)	Value of Unexercised in-the-money Options ⁽¹⁾⁽²⁾ (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of share-based awards that have not vested (\$)	Market or Payout Value of vested share-based awards not paid out or distributed (\$)
Cody Slater	95,000	1.75	11-Oct-27	-	Nil	Nil	Nil
Chief Executive Officer	50,000	8.00	09-Mar-26	-			
	60,000	4.25	06-Apr-25	-			
	50,000	5.26	08-Mar-24	-			
	40,000	5.50	17-Apr-23	-			
Shane Grennan	160,000	1.75	11-Oct-27	-	Nil	Nil	Nil
Chief Financial Officer	50,000	8.00	09-Mar-26	-			
	60,000	4.25	06-Apr-25	-			
	50,000	5.26	08-Mar-24	-			
	40,000	5.50	17-Apr-23	-			
Christine Gillies	145,000	1.75	11-Oct-27	-	Nil	Nil	Nil
Chief Marketing Officer	50,000	6.05	1-Feb-27	-			
	75,000	8.93	6-Jul-26	-			
Brian Sweeney	240,000	1.75	11-Oct-27	-	Nil	Nil	Nil
Chief Technology Officer	100,000	6.05	1-Feb-27	-			
	125,000	8.93	06-Jul-26	-			
Sean Stinson	180,000	1.75	11-Oct-27	-	Nil	Nil	Nil
Chief Growth Officer (formerly Chief Revenue Officer)	50,000	8.00	09-Mar-26	-			
	60,000	4.25	06-Apr-25	-			
	50,000	5.26	08-Mar-24	-			
	40,000	5.50	17-Apr-23	-			

Notes:

- (1) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year-end exceeds the exercise or base price of the Option.

- (2) The aggregate of the difference between the closing price of the Common Shares on the TSX on October 31, 2022, being \$1.60 per Common Share (being the last trading day in the fiscal year ended October 31, 2022), and the Exercise Price of the Options.

Value Vested or Earned During the Year

The following table sets forth for each of the Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended October 31, 2022 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2022.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year⁽²⁾ (\$)
Cody Slater	Nil	Nil	Nil
Shane Grennan	Nil	Nil	22,000
Christine Gillies	Nil	Nil	25,000
Brian Sweeney	Nil	Nil	102,000
Sean Stinson	Nil	Nil	44,000

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the Exercise Price of the Options.
- (2) Represents the amounts earned in cash through the Corporation's STIP. See " *Compensation Discussion and Analysis – Components of Executive Compensation – Short-Term Incentive Plan*".

Employment Contracts, Termination and Change of Control Benefits

There are no contracts, agreements, plans or arrangements in place for any of the Named Executive Officers that provide for payments to a Named Executive Officer following, or in connection with, any termination, resignation, retirement, change in control of the Corporation or a change in a Named Executive Officer's responsibilities. Upon a change of control of the Corporation or termination of employment of any Named Executive Officer, there is no automatic acceleration of, or any other benefit relating to, any Options which may as at such date be held by any Named Executive Officer.

Pension Plans and Retiring Allowances

The Corporation does not provide its Named Executive Officers with pension plan benefits or retiring allowances.

Directors' Summary Compensation Table

For the year ended October 31, 2022, the Corporation had eight (8) directors, one (1) of whom was also a Named Executive Officer (Cody Slater, CEO). For a description of the compensation paid to Mr. Slater in his capacity as a director of the Corporation, see "*Summary Compensation Table*". The following table sets forth for the year ended October 31, 2022 information concerning the compensation paid to the Corporation's directors other than directors which are also Named Executive Officers during the year ended October 31, 2022.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation ⁽²⁾ (\$)	Total (\$)
Michael Hayduk	33,333	Nil	75,130	Nil	Nil	Nil	108,463
John Finbow	33,333	Nil	75,130	Nil	Nil	5,341	113,804
Robert Herdman	43,333	Nil	75,130	Nil	Nil	Nil	118,463
Brad Gilewich	33,333	Nil	75,130	Nil	Nil	8,534	116,997
Cheemin Bo-Linn	56,445 ⁽³⁾	Nil	75,130	Nil	Nil	Nil	131,575
Barbara Holzapfel	35,360 ⁽³⁾	Nil	75,130	Nil	Nil	Nil	110,490
Jason Cohenour	5,008 ⁽³⁾	Nil	75,130	Nil	Nil	Nil	80,138

Notes:

- (1) "**Option-Based Award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. There were option-based awards granted during the financial year ended October 31, 2022. The fair value of these Options granted during the financial year ended October 31, 2022 was calculated by using the Black-Scholes option pricing model by assuming a risk-free interest rate of 1.43% - 3.49%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 39% - 45% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 25% applied to that fair value.
- (2) "**All Other Compensation**" represents the Corporation's share of the contribution to the ESOP. See "*Components of Executive Compensation – Employee Share Ownership Plan*". The directors participate in the ESOP on the same terms and using the same formulas as for other participants.
- (3) This compensation is paid in United States dollars with disclosed amounts converted to Canadian dollars.

Directors of the Corporation receive fees quarterly as cash compensation for their services. Director compensation is determined by the Board, after receiving input from the Committee. Directors are compensated for out-of-pocket expenses incurred in connection with attending meetings of the Board or committees thereof.

Directors' Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each of the Corporation's directors, other than directors who are also Named Executive Officers, all share-based awards and option-based awards outstanding at the end of the year ended October 31, 2022.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date (Day-Month-Year)	Value of Unexercised in-the-money Options ⁽¹⁾⁽²⁾ (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)
Michael Hayduk	110,000	1.75	11-Oct-27	-	Nil	Nil
	40,000	8.00	09-Mar-26	-		
	30,000	4.25	06-Apr-25	-		
	50,000	5.26	08-Mar-24	-		
	50,000	5.50	17-Apr-23	-		
John Finbow	110,000	1.75	11-Oct-27	-	Nil	Nil
	40,000	8.00	09-Mar-26	-		
	30,000	4.25	06-Apr-25	-		
	50,000	5.26	08-Mar-24	-		
	50,000	5.50	17-Apr-23	-		
Robert Herdman	110,000	1.75	11-Oct-27	-	Nil	Nil
	40,000	8.00	09-Mar-26	-		
	30,000	4.25	06-Apr-25	-		
	50,000	5.26	08-Mar-24	-		
	50,000	5.50	17-Apr-23	-		
Brad Gilewich	110,000	1.75	11-Oct-27	-	Nil	Nil
	40,000	8.00	09-Mar-26	-		
	30,000	4.25	06-Apr-25	-		
	50,000	5.26	08-Mar-24	-		
	50,000	5.50	17-Apr-23	-		
Cheemin Bo-Linn	110,000	1.75	11-Oct-27	-	Nil	Nil
	40,000	8.00	09-Mar-26	-		
	50,000	6.55	10-Nov-25	-		
Barbara Holzapfel	110,000	1.75	11-Oct-27	-	Nil	Nil
	40,000	8.00	09-Mar-26	-		
	50,000	6.55	10-Nov-25	-		
Jason Cohenour	110,000	1.75	11-Oct-27	-	Nil	Nil

Notes:

- (1) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the Option.
- (2) The aggregate of the difference between the closing price of the Common Shares on the TSX on October 31, 2022, being \$1.60 per Common Share (being the last trading day in the fiscal year ended October 31, 2022), and the Exercise Price of the Options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Corporation's directors, other than directors who are also Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended October 31, 2022 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2022.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year⁽²⁾ (\$)
Michael Hayduk	Nil	Nil	Nil
John Finbow	Nil	Nil	Nil
Robert Herdman	Nil	Nil	Nil
Brad Gilewich	Nil	Nil	Nil
Cheemin Bo-Linn	Nil	Nil	Nil
Barbara Holzapfel	Nil	Nil	Nil
Jason Cohenour	Nil	Nil	Nil

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the Exercise Price of the Options. The options granted to each Director during the year vested on the date of grant.
- (2) The Corporation does not have any non-equity incentive plans for its directors.

Other Compensation to Named Executive Officers or Directors

Other than as set forth herein, the Corporation did not pay any other compensation to Named Executive Officers or directors (including personal benefits and securities or properties paid or distributed, which compensation was not offered on the same terms to all full time employees) during the most recently completed financial year, other than benefits and perquisites which did not amount in the aggregate to \$50,000 or more per person, or were worth, as applicable, 10% or more of a Named Executive Officer's total salary for the most recently completed financial year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))⁽¹⁾ (c)
Equity compensation plans approved by securityholders	5,672,644	\$4.68	870,865
Equity compensation plans not approved by securityholders	-	-	-
Total	5,672,644	\$4.68	870,865

Note:

- (1) Represents the maximum number of additional Common Shares issuable under the Stock Option Plan and the ESOP based upon the 72,063,093 Common Shares outstanding as at October 31, 2022. The aggregate number of Common Shares that may be reserved for issuance under the all Share Compensation Arrangements shall not exceed 10% of the Corporation's issued and outstanding shares.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

At no time during the most recently completed fiscal year period was there any indebtedness of any executive officer, director, employee or any former executive officer, director or employee of the Corporation, or any associate of any of the foregoing, to the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial period, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL CONTRACTS

Except as disclosed herein, there were no material interests, direct or indirect, of any Informed Persons (as defined in NI 51-102) of the Corporation, any proposed director, or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Corporation, or in any proposed transaction which has materially affected, or would materially affect, the Corporation or any of the Corporation's subsidiaries and affiliates.

In connection with the subscription and purchase of Common Shares and warrants in the capital of the Corporation in February 2014, DAK, an Insider of the Corporation by virtue of its ownership of the Corporation's voting securities, has been provided the contractual right to nominate a mutually agreeable individual to serve on the Board, subject to customary conditions and approvals, including maintaining a significant equity interest in the Corporation (5% of the issued and outstanding Common Shares on a non-diluted basis). Brad Gilewich has been presented to the Board by DAK for consideration and nomination as a director of the Corporation pursuant to DAK's above noted nomination right and Mr. Gilewich is included as a proposed director of the Corporation for election at the Meeting. See "*Matters to be Acted Upon at the Meeting – Election of Directors*".

On August 31, 2022 DAK acquired 5,909,091 Common Shares at an issue price of \$2.20 per Common Share pursuant to a private placement financing. DAK owns or controls 18,353,309 Common Shares, representing approximately 25.4% of the issued and outstanding Common Shares as at the date hereof. In addition, each of Cody Slater, the Chairman and CEO of the Corporation, and an entity owned and controlled by Brad Gilewich, a director of the Corporation, acquired 227,273 Common Shares at an issue price of \$2.20 per Common Share in the private placement.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or executive officer of the Corporation, or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. See also "*Interest of Informed Persons in Material Contracts*".

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making. To achieve this goal, the Corporation has implemented an Audit Committee Charter, a Whistleblower Policy, an Insider Trading and Blackout Policy, a Disclosure and Confidentiality Policy, a Governance, Compensation and Sustainability Committee Terms of Reference, a Board of Directors Corporate Governance Guidelines and a Board Mandate.

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Corporation is required to disclose its corporate governance practices as summarized below.

1. Board of Directors

The Board has determined that the following seven (7) current directors of the Corporation are independent:

Michael Hayduk
 Dr. John Finbow
 Robert Herdman
 Brad Gilewich
 Cheemin Bo-Linn (Lead Director)
 Barbara Holzapfel
 Jason Cohenour

The Board has determined that the following director of the Corporation is not independent:

Cody Slater

Cody Slater, the CEO of the Corporation, is a member of management and, as a result, is not an independent director.

Dr. Finbow, a current director of the Corporation, is not standing for re-election at the Meeting and his term as a director will expire at the Meeting. As such, after the Meeting, six (6) of the seven (7) proposed directors will be considered independent.

National Policy 58-201 – *Corporate Governance Guidelines* suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. The Board is comprised of a majority of independent directors.

Position Descriptions

The Board has developed written position descriptions for the CEO, the Chairman, the Lead Director of the Board as well as each chair of the committees of the Board. The Lead Director is charged with providing independent leadership to the Board to facilitate the functioning of the Board independently of management of the Corporation and other non-independent Board members and chairs *in camera* independent director sessions.

Directorships

The following directors of the Corporation are presently directors of other issuers that are reporting issuers (or the equivalent):

Name	Name of Reporting Issuer	Name of Exchange
Robert Herdman	Black Diamond Group Limited	Toronto Stock Exchange
Cheemin Bo-Linn	Data IO Corporation	NASDAQ
Cheemin Bo-Linn	Kore Wireless Group	New York Stock Exchange
Cheemin Bo-Linn	Flux Power Holdings, Inc.	NASDAQ
Cheemin Bo-Linn	Lake Resources N.L.	Australian Securities Exchange, Frankfurt Stock

Name	Name of Reporting Issuer	Name of Exchange
		Exchange
Jason Cohenour	CalAmp Corp.	NASDAQ
Jason Cohenour	RF Industries, Ltd.	NASDAQ
Jason Cohenour	Lantronix, Inc.	NASDAQ

Board and Committee Meetings and Meeting Attendance

The Board maintains two standing committees: the Audit Committee and the Governance, Compensation and Sustainability Committee. During the year ended October 31, 2022, the members of the Audit Committee were Mr. Herdman (Chair), Mr. Hayduk, Mr. Gilewich and Ms. Bo-Linn. The members of the Governance, Compensation and Sustainability Committee were Ms. Bo-Linn (Chair), Ms. Holzapfel, Mr. Herdman and Dr. Finbow. The independent directors are also the sole members of the Audit Committee and regularly meet privately with the auditors of the Corporation. The following is a summary of attendance of the directors at meetings of the Board and its committees for the year ended October 31, 2022.

Director	Board	Independent Director Meeting	Audit Committee	Governance, Compensation and Sustainability Committee
Cody Slater	9/9	N/A	N/A	N/A
Michael Hayduk	9/9	N/A	4/4	N/A
Robert Herdman	9/9	N/A	4/4	5/5
Dr. John Finbow	8/9	N/A	N/A	5/5
Brad Gilewich	9/9	N/A	4/4	N/A
Cheemin Bo-Linn	9/9	N/A	4/4	5/5
Barbara Holzapfel	9/9	N/A	N/A	5/5
Jason Cohenour ⁽¹⁾	3/3	N/A	N/A	N/A

Notes:

(1) Represents meetings occurred and attended since the date of Mr. Cohenour's appointment on September 13, 2022.

2. Board Mandate

The text of the mandate of the Board is attached hereto as Schedule "A".

3. Orientation and Continuing Education

Each new director is given an outline of the nature of the Corporation's business and its corporate strategy. New directors meet with each member of management of the Corporation to discuss and better understand the Corporation's business, governance structures and corporate values and are provided the opportunity to be advised, by counsel to the Corporation, of their legal obligations as directors of the Corporation. New directors are also given copies of the Corporation's corporate governance policies.

The introduction and education process will be reviewed on an annual basis by the Board and will be revised as necessary.

4. **Ethical Business Conduct**

An important element of governance is ensuring appropriate policies and procedures are in place to mitigate risk. To this end, the Corporation has adopted a Code of Business Conduct and Ethics (the "**Code**") with which officers, employees, consultants, contractors, contract operators and any other person or company that provides services to Blackline are expected to comply. A copy of the Code is available on the Corporation's website or upon request.

Management monitors compliance with the Code and to the extent that management is unable to make a determination as to whether a breach of the Code has taken place, the Board reviews the alleged breach to determine if a breach has occurred. The Corporation relies on the integrity of executive officers, employees and other service providers to comply with the Code. Each executive officer and employee must review and sign off annually to confirm they understand the Code and have complied with it. The Board has not granted any waiver of the Code and no material change reports have been filed since the beginning of the Corporation's most recently completed financial year that pertain to any conduct of a director or executive officer which would constitute a material departure from the Code. The Board has established a Whistleblower Policy, which establishes the complaint procedure for reporting potential concerns with respect to the Corporation's activities and operations. The Corporation has also adopted an Insider Trading and Blackout Policy which confirms Insiders are expected to comply with their reporting requirements and sets out certain restrictions from trading shares of the Corporation and a Disclosure and Confidentiality Policy which establishes procedures for ensuring adequate disclosure and compliance with disclosure requirements as well as procedures for maintaining confidentiality.

The Board has found that the fiduciary duties placed on individual directors by Canadian corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the board in which the director has a material interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as, from time to time, the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the *Business Corporations Act* (Alberta), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of their interest and is not entitled to vote on resolutions of directors which involve such a conflict.

The independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors. The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. The Board has unfettered access to the Corporation's external auditors, legal counsel and to any of the officers of the Corporation.

5. **Nomination of Directors**

The Governance, Compensation and Sustainability Committee (the "**Committee**") is charged with overseeing the appointment as directors, and recommending the criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors and in making such recommendations, the Committee by its mandate is required to consider:

- (a) the needs of the Corporation and its stage of development and the competencies and skills that the Board considers to be necessary for the Corporation and the Board, as a whole, to possess;
- (b) the competencies and skills that the Board considers each existing director to possess;

- (c) the competencies, skills and experience each new nominee will bring to the boardroom;
- (d) whether or not each new nominee can devote sufficient time and resources to his or her duties as a member of the Board; and
- (e) the Corporation's Board and Management Diversity policy.

The Corporation has not adopted any Board term limits or other specific mechanisms for Board renewal. At this time, the Board does not believe that it is in the best interest of the Corporation to establish term limits on a director's mandate or a mandatory retirement age. The Board is of the opinion that term limits may disadvantage the Corporation through the loss of beneficial contributions of directors who have developed increasing knowledge of the Corporation, its operations, and the industry over a period of time.

6. **Compensation**

The Committee, comprised entirely of independent directors within the meaning of NI 58-101, is involved in the implementation and oversight of the human resources and compensation policies see "*Statement of Executive Compensation – Governance, Compensation and Sustainability Committee Mandate*". In addition, for more information relating to the compensation of directors and executive officers of the Corporation see "*Statement of Executive Compensation*" herein.

7. **Assessments**

The Board has not implemented a formal process for assessing its effectiveness or the effectiveness of its individual members or its committees. The Committee, may periodically assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors (including the competencies and skills that each individual director is expected to bring to the Board).

The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

8. **Policies & Considerations Regarding the Representation of Women**

The Board has adopted a Board and Management Diversity Policy, which is administered by the Committee. As set forth in the Board and Management Diversity Policy, the Board recognizes and embraces the benefits of having an inclusive culture and a diverse Board and executive team, and believes that Board nominations and executive officer appointments should be made on the basis of the skills, knowledge, experience and character of individual candidates, the requirements and needs of the Board and management at the applicable time, and diversity. For the purposes of Board and executive management composition, diversity includes but is not limited to, business and industry skills and experience, gender, ethnicity, nationality, age, geographic background, and other personal characteristics. The Corporation is committed to making appointments that are based on merit, measured on objective criteria, with due regard to the benefits of diversity.

The Corporation recognizes that gender diversity is an important aspect of diversity on the Board and is committed to act diligently to effect change. In 2022, the Corporation established an objective to maintain a Board in which each gender represents at least 25% of such individuals. The Corporation currently has two female directors (25% of the current directors, based on a board of eight (8) members, which will represent 28.8% of the directors after the Meeting based on a board of seven (7) members).

The Corporation has not adopted a target regarding women in executive positions. When considering candidates for executive management positions, the Board focuses on attracting and retaining experienced and highly skilled individuals that can add value to the Corporation's business. The Board considers all candidates based on their merit and qualifications relevant to the specific role. The Corporation currently has one female executive officer (14% of the executive officers).

The Committee is required, on an annual basis, to review the Board and Management Diversity Policy, monitor progress and assess the Board and Management Diversity Policy's effectiveness in achieving the Board and Management Diversity Policy's objectives. Adherence to this policy will also be taken into account

as part of the annual performance and effectiveness evaluations of the Board and the Governance, Compensation and Sustainability Committee.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information of the Corporation's most recently completed financial year is provided, or will be provided, in the Corporation's comparative financial statements and management discussion and analysis available on SEDAR at www.sedar.com, or from the Corporation at:

Blackline Safety Corp.
Unit 100, 803 24 Avenue S.E.
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T2G 1P5

SCHEDULE "A"

BLACKLINE SAFETY CORP.

MANDATE OF THE BOARD OF DIRECTORS

GENERAL

The Board of Directors (the "**Board**") of Blackline Safety Corp. (the "**Corporation**" or "**Blackline**") is responsible for the stewardship of the Corporation. In discharging the responsibility of the Board each Director will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of Blackline. In general terms, the Board will:

- in consultation with the chief executive officer of the Corporation (the "**CEO**"), define the principal objectives of Blackline;
- supervise the management of the business and affairs of Blackline with the goal of achieving Blackline's principal objectives as developed in association with the CEO;
- discharge the duties imposed on the Board by applicable laws; and
- for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

SPECIFIC

Executive Team

- Appoint the CEO and senior officers, approve their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value.
- In conjunction with the CEO, develop a clear mandate for the CEO, which includes a delineation of management's responsibilities.
- Establish processes as required that adequately provide for succession planning, including the appointment, training and monitoring of senior management.
- Establish limits of authority delegated to management.

Operational Effectiveness and Financial Reporting

- Annually review and adopt a strategic planning process and approve Blackline's strategic plan, which takes into account, among other things, the opportunities and risks of the business.
- Establish or cause to be established systems to identify the principal risks to Blackline and ensure that the best practical procedures are in place to monitor and mitigate the risks.
- Establish or cause to be established processes to address applicable regulatory, corporate, securities and other compliance matters.
- Establish or cause to be established an adequate system of internal control.
- Establish or cause to be established due diligence processes and appropriate controls with respect to applicable certification requirements regarding Blackline's financial and other disclosure.

- Review and approve Blackline's quarterly interim and annual financial statements and oversee Blackline's compliance with applicable accounting and reporting requirements.
- Approve annual operating and capital budgets and forecasts.
- Review and consider for approval all significant amendments or departures proposed by management from established strategy, capital and operating budgets and forecasts.
- Review operating and financial performance results relative to established strategy, budgets and objectives.
- Review and approve any material acquisitions, divestments and corporate reorganizations and assess and approve any material securities offerings, financing or banking arrangements.

Integrity/Corporate Conduct

- Establish a communications policy or policies, including the Corporation's Disclosure and Confidentiality Policy, to ensure that a system for corporate communications to all stakeholders exists, including processes for consistent, transparent, regular and timely public disclosure, and to facilitate feedback from stakeholders.
- Approve a Code of Business Conduct and Ethics (the "**Code**") for directors, officers, employees and contractors and monitor compliance with the Code and approve any waivers of the Code for officers and directors.
- To the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Corporation and that the CEO and other executive officers create a culture of integrity throughout Blackline and demonstrate a commitment to conducting business ethically and legally and in a manner that is fiscally, environmentally and socially responsible.

Board Process/Effectiveness

- Attempt to ensure that Board materials are distributed to directors in advance of regularly scheduled meetings to allow for sufficient review of the materials prior to such meetings. Directors are expected to attend all meetings.
- Engage in the process of determining Board member qualifications with the Corporate Governance, Compensation and Sustainability Committee including ensuring that a majority of directors qualify as independent directors pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (as implemented by the Canadian Securities Administrators and as amended from time to time) and that the appropriate number of independent directors are on each committee of the Board as required under applicable securities rules and requirements.
- Approve the nomination of directors.
- Ensure a comprehensive orientation to each new director.
- Establish an appropriate system of corporate governance including practices to ensure the Board functions independently of management.
- Establish appropriate practices for the regular evaluation of the effectiveness of the Board, its committees and its members.
- Establish committees and approve their respective mandates and the limits of authority delegated to each committee.

- Review and re-assess the adequacy of the mandate of the committees of the Board on a regular basis.
- Appoint members to committees and appoint the chair of each committee, having received the recommendation of the Corporate Governance, Compensation and Sustainability Committee. In this regard, consideration should be given to rotating committee members from time to time and to the special skills of particular directors.
- Review the adequacy and form of the directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.

Each member of the Board is expected to understand the nature and operations of Blackline's business, and have a general awareness of the political, economic and social trends prevailing in all countries or regions in which Blackline operates, or is contemplating potential operations.

Independent directors shall meet regularly, and in no case less frequently than quarterly, without non-independent directors and management participation.

The Board may retain persons having special expertise and may obtain independent professional advice to assist it in fulfilling its responsibilities at the expense of the Corporation, as determined by the Board.

In addition to the above, adherence to all other Board responsibilities as set forth in the Corporation's By-Laws, applicable policies and practices and other statutory and regulatory obligations, such as issuance of securities, etc., is expected.

DELEGATION

- The Board may delegate its duties to, and receive reports and recommendations from, any committee of the Board.
- Subject to terms of the Disclosure and Confidentiality Policy, the Insider Trading and Blackout Policy and other policies and procedures of Blackline, the Chair of the Board will act as a liaison between stakeholders of Blackline and the Board (including independent members of the Board).