KRAKEN ROBOTICS INC.

Position Description of the Chair of the Board of Directors

1. MANDATE

The Board of Directors (the "**Board**") of Kraken Robotics Inc. (the "**Company**") is responsible for supervising the management of the business and affairs of the Company. The Chair of the Board (the "**Chair**") reports to the Board and acts independently of management. The Chair should be an independent director, as determined by the Board having regard to applicable Canadian securities laws (including National Instrument 58-101) and the independence requirements of any stock exchange on which the Company's securities are listed. If the Board determines that it is not appropriate to appoint an independent director as Chair, the Board shall appoint an independent Lead Director with responsibilities substantially equivalent to those of an independent Chair set out herein. The Chair is responsible for providing leadership and direction to the Board, taking all reasonable measures to ensure the Board fulfills its oversight responsibilities, and assisting the Board in discharging its functions and responsibilities under its mandate.

2. RESPONSIBILITIES

In addition to the responsibilities applicable to all directors, the Chair's (and, as applicable, the Lead Director's) responsibilities include, without limitation:

(a) chairing meetings of the Board (other than *in camera* meetings, or portions of such meetings, in respect of which the Chair is conflicted), including providing adequate time for discussion of issues, encouraging full participation and discussion by individual directors, facilitating consensus, and ensuring that decisions are clear and accurately recorded, and presiding at regularly scheduled executive sessions of the independent directors held without management present;

(b) overseeing appropriate communications between the Board (including the chairs of the various committees of the Board), officers of the Company and shareholders, and presiding as chair at all annual general meetings and special meetings of the Company's shareholders;

(c) providing leadership to the Board to foster the Board's effectiveness to carry out its mandate, including:

  (i) ensuring that the responsibilities of the Board and management are well understood and the boundaries between them are respected;

  (ii) fostering ethical and responsible decision-making by the Board and its individual members;

  (iii) supporting the committees of the Board (the "**Committees**") and committee chairs in bringing important issues forward to the Board for consideration and resolution; and

  (iv) overseeing an annual assessment of the effectiveness of the Board, the Committees and the contribution of individual directors;

(d) managing the effective functioning of the Board, including:

(i) establishing the frequency of Board meetings and reviewing such frequency from time to time;

(ii) planning and organizing the activities of the Board, including preparation for and conduct of Board meetings, and overseeing the quality, quantity and timeliness of information provided to the Board;

(iii) in consultation with the Company's Chief Executive Officer (the "**CEO**") and Corporate Secretary, preparing the agenda for each Board meeting;

(iv) ensuring that an appropriate committee structure is in place and assisting the Nominating and Governance Committee in making recommendations for appointments to Committees and the Board;

(v) ensuring that the Board's responsibilities are effectively carried out in compliance with the Board's mandate and that matters delegated to Committees are effectively carried out and reported to the Board in accordance with applicable Committee charters;

(vi) conducting Board leadership responsibilities in a manner that enables the Board to function independently of management;

(vii) seeking to ensure that the Board has appropriate resources to carry out its responsibilities; and

(viii) ensuring that minutes of Board meetings are prepared, reviewed, and made available in a timely manner;

(e) supporting the Nomination and Governance Committee in ensuring that the Board has an executive succession planning process in place, including for the CEO and other senior executives;

(f) in coordination with the Compensation Committee (or such other committee as the Board designates), overseeing the annual performance evaluation of the CEO against goals and objectives approved by the Board, and communicating the results of that evaluation to the CEO;

(g) supporting the Board's oversight of enterprise risk management (directly and through its committees), including cybersecurity, information security, controlled goods and controlled technical data, export controls, and other risks particular to the Company's defence and security customers, and ensuring that material incidents are reported to the Board on a timely basis;

(h) supporting the Board's oversight of the Company's approach to sustainability, human capital management, and risk culture;

(i) overseeing the identification and management of actual, potential or perceived conflicts of interest among directors, and determining, in consultation with the Nomination and Governance Committee, the Corporate Secretary and external counsel as appropriate,

whether a director should recuse from particular discussions or decisions;

(j) providing advice, counsel and mentorship to fellow directors;

(k) working with the CEO to support the Board in obtaining the resources (including external advisers) necessary to carry out its responsibilities and raising with management any issues that may impede the Board's ability to do so;

(l) acting as a principal liaison between the Board and management to support a professional relationship and effective communication;

(m) where appropriate, as authorized by the Board and in coordination with management, representing the Board in communications with shareholders and other external stakeholders, consistent with the Company's disclosure controls and procedures and investor relations practices, including, where appropriate, leading direct engagement with significant shareholders on matters of board composition, governance and executive compensation;

(n) together with the Nominating and Governance Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Committees and individual directors, and to make recommendations for changes when appropriate;

(o) in collaboration with the Nominating and Governance Committee, supporting the director recruitment process, the orientation of new directors, and the continuing education of incumbent directors; and

(p) carrying out any other responsibilities assigned by the Board from time to time.

3. AUTHORITY AND RESOURCES

The Chair has the authority to call meetings of the Board in accordance with the Company's constating documents and applicable law. The Chair may request that management provide such information and reporting as the Board or its Committees may require to discharge their duties. The Chair may recommend to the Board the engagement of independent legal, financial or other advisers to assist the Board or any Committee, at the Company's expense, consistent with the Board's and Committees' mandates and budgets. For the avoidance of doubt, the Chair does not have authority to direct management or perform executive functions except as expressly authorized by the Board.

4. TERM AND APPOINTMENT

The Chair is appointed annually by the Board and serves until a successor is appointed or until earlier resignation or removal by the Board. In the event of a vacancy or the Chair's absence, the Board may appoint an acting chair for a meeting or such longer period as the Board determines.

5. TIME COMMITMENT AND PREPARATION

The Chair is expected to devote the time and attention necessary to fulfill the responsibilities of the role, including preparation for Board and Committee meetings, availability for discussions with directors and management between meetings, and engagement with shareholders and other stakeholders when appropriate. The Chair should be available to support the Board's oversight role

in the context of significant transactions, financing activities, material incidents or events, crisis management, or shareholder activism situations, as applicable.

6. CONFIDENTIALITY AND COMMUNICATIONS

The Chair must maintain the confidentiality of all Board and Company information received in the course of fulfilling the role, and must comply with the Company's policies regarding disclosure, insider trading, confidentiality and document retention. Any external communications by or involving the Chair should be coordinated with management as appropriate and undertaken in a manner consistent with the Company's disclosure controls and procedures and applicable securities laws.

7. QUALIFICATIONS

The Chair should possess the experience, skills and qualities necessary to lead the Board effectively, including significant public company governance experience, financial literacy, sound business judgment, and the ability to build constructive working relationships with directors, management, shareholders and other stakeholders. Familiarity with the industries and regulatory environments in which the Company operates, including the defence and security sector, is desirable. The Nominating and Governance Committee shall consider these qualifications in recommending a Chair to the Board.

8. REVIEW AND AMENDMENT

This position description should be reviewed periodically by the Nominating and Governance Committee (or such other committee as the Board determines) and any recommended changes should be submitted to the Board for approval.