# DIVERSITY POLICY OF DIGIBYTE CAP, LLC.

## OBJECTIVE AND SCOPE

DIGIBYTE CAP, LLC. (the "Company") is of the view that candidate selection for election to the board of directors of the Company (the "**Board**") and appointment as senior management ("**Management**") should be based on merit and the Company remains committed to selecting highly qualified candidates to the Board and Management. At the same time, the Company recognizes the importance of diversity amongst the Board and Management to create a diverse culture with multiple perspectives, experiences and expertise.

In an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to the Company's success. By bringing together individuals from diverse backgrounds and giving each individual the opportunity to contribute their unique skills, experience and perspectives in an inclusive workplace, the Company believes that it is better able to develop solutions to challenges and deliver sustainable value for the Company and its stakeholders. The Company considers Board and Management diversity to be crucial for the Company's long-term growth and sustainability.

The purpose of this Diversity Policy (the "**Policy**") is to formalize the Company's commitment to the diversity of its Board and Management.

## GENERAL PRINCIPLES

The Company believes that diversity enriches discussions and enhances decision-making among directors of the Board ("**Directors**") and members of Management ("**Officers**") and better reflects the Company's relationship with all of its stakeholders. The Company values all aspects of diversity, including gender, age, ethnicity, disability, Aboriginal status, visible minority status, and geographical background. To ensure sound corporate governance, the Governance and Compensation Committee (the "**Committee**") is guided by the following principles in recommending candidates to join the Board and Management, respectively:

- an intention that the Board and Management are composed of individuals who possess extensive knowledge, skills and competencies, diverse points of view, and relevant expertise, enabling them to make an active, informed and positive contribution to the operation and oversight of the Company, the conduct of its business and its future development;

- seeking a balance in terms of the knowledge and competencies of Directors and Officers to help the Board and Management fulfil their respective responsibilities and contribute to the management and governance of the Company; and

- to the extent practicable, in seeking new Directors and Officers, considering diversity criteria, including: gender, age, ethnicity, disability, Aboriginal status, visible minority status, geographical background and other characteristics of the communities in which the Company conducts its business, as determined by the Committee from time-to-time.

In reviewing Board composition, the Committee considers the benefits of all aspects of diversity, including gender, age, ethnicity, disability, Aboriginal status, visible minority status and geographical background of each candidate, in order to enable the Board to discharge its duties and responsibilities effectively. Board appointment recommendations look to highly qualified individuals based on their experience, education, expertise, personal qualities, and general business and sector-specific knowledge.

In identifying suitable candidates for appointment to the Board, the Committee considers candidates on merit against objective criteria as described above and with due regard for the benefits of diversity on the Board.

When identifying potential candidates for the Board, the Committee considers the selection criteria approved by the Board, as well as its analysis of the Board's needs based on the above criteria. These selection criteria are reviewed periodically.

**SPECIFIC MEASURES TO PROMOTE GENDER DIVERSITY**

The Company recognizes that gender diversity is a significant aspect of diversity and believes it is essential to promote gender diversity on the Board and Management. The Board is committed to ensuring that gender diversity is actively pursued.

*Board Diversity*

To promote gender diversity on the Board, the Company is committed to having female Directors comprise not less than 30% of the Board by Sept 21, 2022.

To promote gender diversity on the Board, the Committee shall:

- maintain an evergreen list of potential candidates for election to the Board, which list includes women candidates;

- in seeking candidates for the board, take into account that qualified candidates may be found in a broad array of organizations, and with a broad array of experiences, and will not necessarily have prior public company board of directors experience;

- periodically assess the effectiveness of the nomination process at achieving the Company's diversity objectives outlined in this Policy; and

- in order to support the specific objective of gender diversity, consider the level of representation of women on the Board and ensure that women are included in the short list of candidates being considered for appointment as a Director each time a new appointment is proposed to be made.

*Management Diversity*

To promote gender diversity in Management, the Company is committed to having female Officers comprise not less than 30% of Management. Female Officers currently comprise more than 30% of Management.

To promote diversity within Management, the Committee shall:

- assist in the development of women within the organization through training, inside sponsorship, and outside mentoring;

- ensure that for every open position within the organization, at least one female be considered as a potential candidate whenever possible;

- ensure that the Company actively participates in internal and external initiatives to promote diversity in its industry with specific focus on gender diversity; and

- provide a work environment that accommodates family obligations and work life balance, while maintaining a high achievement culture.

**POLICY REVIEW**

The Committee will, on an annual basis: (i) assessthe Company's effectiveness in achieving the objectives of this Policy and the Committee shall recommend to the Board any changes it sees fit to achieve the objectives set out in this Policy; and (ii) consider and, if determined advisable, recommend to the Board for adoption, additional, or modified measurable objectives for achieving diversity on the Board and in Management.

***This Policy was adopted by the Board of Directors on Sept, 2021.***