BOARD OF DIRECTORS' MANDATE

Role

The Board of Directors (the "**Board**") is responsible for the stewardship of MCAN and for providing independent oversight of the management of the business and affairs of the organization.

The Board shall, either directly or through a Board committee, carry out the duties set out in this Mandate.

Membership and Operations

1. The composition and organization of the Board, including the number, qualifications, diversity and remuneration of directors; the independence of directors; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings are as established by the governing legislation and MCAN's by-laws and policies in effect from time to time.

2. A majority of the directors shall be resident Canadians, shall be independent in accordance with the requirements of laws governing MCAN, the applicable stock exchange on which MCAN's securities are listed, applicable securities regulatory authorities and MCAN's Director Independence Policy, and no more than two-thirds of the directors shall be "affiliated" with MCAN for the purpose of the *Trust and Loan Companies Act* (Canada).

3. Each member of the Board shall satisfy the applicable experience requirements of laws governing MCAN, the applicable stock exchange on which MCAN's securities are listed and applicable securities regulatory authorities.

4. The Board shall meet at least five times in each year, a majority of directors shall constitute a quorum at any meeting of the Board, and a majority of directors participating in any meeting shall be resident Canadians.

Responsibilities and Duties

Culture of Integrity and Ethics

1. Promote a culture of integrity at MCAN. The Board shall satisfy itself as to the integrity of the Chief Executive Officer (the "**CEO**") and the executive officers, and that the CEO and executive officers create a culture of integrity throughout MCAN.

2. Approve MCAN's Code of Business Conduct & Ethics (the "**Code**") and, through the Conduct Review, Corporate Governance & Human Resources Committee, monitor compliance and waivers thereof.

3. Approve policies and practices for dealing with all matters related to integrity and ethics, including conflicts of interest, related party transactions and the treatment of confidential information.

Strategic Planning Process and Implementation

4. Oversee and adopt MCAN's strategic planning process and annually approve a strategic plan which takes into account, among other things, the opportunities and risks of MCAN's business. The strategic plan must address an annual review of the budget, structure and resources for all functions.

5. At least quarterly obtain and review a report from management on implementation and effectiveness of the approved strategic plan.

6. Approve all major corporate decisions and strategic initiatives, including new Non-Marketable Securities, consistent with the Delegated Authorities Framework.

7. Review and approve MCAN's financial objectives, plans and actions, including liquidity, funding, capital issuances, capital allocations and expenditures, and the declaration of dividends.

8. Monitor investment practices of any subsidiary and every joint venture/partnership in which MCAN is a participant to ensure adherence to prudent investment standards.

Risk Management and Compliance

9. Promote and ensure a strong and effective risk culture throughout the organization.

10. Ensure risk management controls are appropriate and regularly assessed for effectiveness.

11. Review and approve annually, the Enterprise Risk Management Framework, including the structure, principles and processes for identifying, measuring, monitoring, reporting and mitigating the major financial and non-financial risks that could impact MCAN's strategy, capital, liquidity or financial position.

12. In conjunction with the approval of the strategic plan, annually review and approve the Risk Appetite Framework ("**RAF**"). Receive regular updates from management with respect to principal risks, management activities and initiatives to ensure alignment with the Board approved RAF and strategic plan.

13. On an ongoing basis, review and approve MCAN's Internal Capital Adequacy Assessment Process ("**ICAAP"**) that assesses MCAN's capacity to withstand potential adverse events that could negatively impact its capital, liquidity and financial position.

14. On an ongoing basis, consider the foreseeable and material financial and non-financial risks to MCAN associated with climate change and the potential impacts on

corporate risk management and strategy. Receive regular reporting from management and external sources as needed.

15. Oversee the policies and processes to identify and ensure compliance with applicable legal and regulatory requirements.

Succession Planning

16. Oversee and approve MCAN's succession planning processes, including the selection, appointment, development, evaluation and compensation of the Chair of the Board, Board members, the CEO and executive officers, including the heads of MCAN's oversight functions.

17. Review and approve the establishment of annual performance targets and short-term and long-term corporate goals and objectives for the CEO and executive officers, including the heads of MCAN's oversight functions.

18. Oversee MCAN's general approach to human resources and compensation philosophy to ensure it aligns with MCAN's business strategy, values and risk appetite.

Communications and Public Disclosure

19. Approve MCAN's disclosure policy that governs the release of information about MCAN and requires timely, factual and accurate disclosure of such information in accordance with all applicable legal and regulatory requirements.

20. Review and approve MCAN's annual and quarterly financial statements and management discussion and analysis, press releases, annual information form, management proxy circular, prospectuses, and any other public documents prior to their release.

Internal Controls

21. Oversee the internal control and management information systems, monitor the integrity and effectiveness of such systems and obtain assurances on a regular basis that these systems and controls are designed and operating effectively.

22. Review reports on the effectiveness of internal control over financial reporting from management, internal and external auditors.

Corporate Governance

23. Oversee MCAN's approach to corporate governance matters, the disclosure and reporting thereof, including independence from management and the independence of individual directors.

24. At the recommendation of the Conduct Review, Corporate Governance & Human Resources Committee, annually determine those individual directors proposed to be nominated for election at the next annual meeting of shareholders.

25. Oversee formal evaluations of the Board, all Board committees, individual directors, the Chair of the Board and the CEO, with the assistance of independent external advisors as required, with the scope and frequency of such external input to be established by the Conduct Review, Corporate Governance & Human Resources Committee.

26. Establish Board committees, define their mandates and, subject to applicable law, delegate such matters to any committee in order to assist the Board in carrying out its duties and responsibilities.

27. Oversee compliance with MCAN's governance policies in effect from time to time, including the Director Independence Policy.

Communication with Directors

28. Shareholders or other stakeholders of MCAN may communicate with the directors by writing to the Chair of the Board as follows:

Chair of the Board
MCAN Mortgage Corporation
200 King Street West
Suite 700
Toronto, Ontario
M5H 3T4

Approved: December 2025