

XANADU QUANTUM TECHNOLOGIES LIMITED

MANDATE OF THE BOARD OF DIRECTORS

Purpose and Goal of the Board

The board of directors (the “**Board**”) of Xanadu Quantum Technologies Limited (the “**Company**”) is elected by shareholders and is responsible for the stewardship of the activities and affairs of the Company. The purpose of this mandate is to describe the main duties and responsibilities of the Board.

Certain aspects of the composition and organization of the Board are prescribed or governed by the *Business Corporations Act* (Ontario), the requirements of the stock exchange(s) that list the Company’s share capital (the “Exchange”), the constating documents of the Company, and the Company’s investor and registration rights agreement.

Duties of Directors

The Board discharges its responsibility for overseeing the management of the Company’s business by delegating to the Company’s senior management the responsibility for day-to-day management of the Company. The Board discharges its responsibilities both directly and by delegation through its standing committees: the Audit Committee and the Governance, Compensation and Nominating Committee. In addition to these standing committees, the Board may appoint ad hoc committees periodically to address certain issues of a more short-term nature.

The Board’s primary roles are overseeing the Company’s performance and providing quality, depth and continuity of management needed to meet the Company’s strategic objectives.

Other principal duties, which may be carried out directly or via one or more committees, include, but are not limited to the following:

Relationship with Management

1. The Board is responsible for approving the appointment of the Chief Executive Officer and all other senior management, together with approving their compensation upon the recommendation of the Governance, Compensation and Nominating Committee.
2. In approving the appointment of the Chief Executive Officer and all other senior management, the Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the Company.
3. The Board from time-to-time delegates to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.
4. The Board oversees that succession planning programs are in place for the Chief Executive Officer and all other senior management, including programs to train and develop management.
5. The Board assesses and revises the Company’s executive compensation policy to, among other things, better align management’s interests with those of the Company’s shareholders as it deems

appropriate. This includes establishing minimum shareholding requirements for senior management.

Board Organization

6. The Board will receive recommendations from the Governance, Compensation and Nominating Committee, but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, the selection of the lead independent director of the Board, if applicable, candidates nominated for election to the Board, committee and committee chair appointments, committee charters, independence assessments of directors, and director compensation.
7. The Board may establish committees of the Board, where required or prudent, and define their mandate. The Board may delegate to Board committees those matters it is responsible for, including the approval of compensation of the Board and management, the conduct of performance evaluations and oversight of internal control systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
8. The Board will oversee orientation and education programs for new directors and ongoing educational opportunities for continuing directors.

Strategic Planning

9. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the mission of the Company and its objectives and goals.
10. The Board is responsible for advising management on strategic issues, approving the Company's strategic plans, approving the Company's annual business plan and annual operating and capital budgets and for monitoring the Company's performance against strategic and annual plans as well as against annual and capital budgets.

Monitoring of Financial Performance and Other Financial Reporting Matters

11. The Board is responsible for enhancing congruence between applicable stakeholder expectations, the Company's plans and management performance.
12. The Board is responsible for adopting processes for monitoring the Company's progress towards its strategic and operational goals, and to revise and alter its direction to management in light of changing circumstances affecting the Company.
13. The Board is responsible for approving, upon the recommendation of the Audit Committee, the Company's audited financial statements, management's discussion and analysis accompanying such financial statements and the annual earnings press release.
14. The Board is responsible for reviewing the Company's unaudited interim period financial statements, management's discussion and analysis accompanying such financial statements and quarterly earnings press releases.
15. The Board is responsible for approving other applicable regulatory filings that require or are advisable for the Board to approve. Such filings include, without limitation, management

information circulars, annual information forms, offering documents and other applicable disclosure, any material sustainable reports.

16. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Articles and By-laws of the Company and the *Business Corporations Act* (Ontario), including the payment of dividends, purchases and redemptions of securities, acquisitions and dispositions.

Risk Management

17. The Board is responsible for overseeing the identification of the principal risks of the Company's business, including material cyber security, physical security, data privacy and information technology infrastructure, artificial intelligence, sustainability (including climate change) risks, and the implementation of appropriate systems to effectively monitor and manage such risks with a view to the long-term viability of the Company and achieving a proper balance between the risks incurred and the potential return to the Company's shareholders.

Policies and Procedures

18. The Board is responsible for:
 - (a) approving and assessing compliance with all significant policies and procedures by which the Company is operated; and
 - (b) approving policies and procedures designed to help ensure that the Company operates at all times within applicable laws and regulations, including, among others, a code of business conduct and ethics and, upon the recommendation of the Audit Committee, a whistleblower policy.
19. The Board is responsible for supporting a corporate culture of integrity and responsible stewardship.
20. The Board shall enforce its policy respecting confidential treatment of the Company's proprietary information and the confidentiality of Board deliberations.

Communications and Reporting

21. The Board is responsible for:
 - (a) overseeing the accurate reporting of the financial performance and condition of the Company to shareholders, other securityholders and regulators on a timely and regular basis;
 - (b) encouraging effective and adequate communication with shareholders, other stakeholders and the public; and
 - (c) helping ensure the integrity and adequacy of internal controls and management information systems.

Review and Disclosure

The Board will review and reassess the adequacy of this mandate periodically and otherwise as it deems appropriate and amend it accordingly. The performance of the Board will be evaluated with reference to this mandate.

The Board will ensure that this mandate is disclosed on the Company's website and that this mandate or a summary of it which has been approved by the Governance, Compensation and Nominating Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.

Dated this 25th day of March, 2026.