

XANADU QUANTUM TECHNOLOGIES LIMITED

POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS

Function

The primary responsibility of the Chair of the board of directors (the “**Board**”) of Xanadu Quantum Technologies Limited (the “**Company**”) is to provide leadership to the Board to enhance the Board’s effectiveness. The Board has ultimate accountability for the supervision of management of the Company and for oversight of the relationships between the Board, management, shareholders and other stakeholders of the Company. The Chair of the Board, as the presiding member, must ensure that the management of these relationships is effective, efficient and furthers the best interests of the Company.

Specific Responsibilities

In fulfilling his or her responsibilities, the Chair of the Board will:

1. oversee the Board’s discharge of the duties assigned to it by law, in the constating documents of the Company, in the Company’s Corporate Governance Guidelines and in the mandate for the Board;
2. take steps to foster the Board’s understanding of its responsibilities and boundaries with management;
3. oversee the responsibilities delegated to Board committees, including, but not limited to, those relating to governance, performance evaluation and compensation, financial reporting and oversight of internal controls;
4. liaising with any committee responsible for investigating allegations of bribery, corruption, fraud or other serious misconduct that requires elevation to the Chair of the Board or, if applicable, the Lead Independent Director;
5. assist in reviewing and monitoring the long-term business plan, strategies and policies of the Company and the achievement of its objectives;
6. establish procedures to govern the effective and efficient conduct of the Board’s work;
7. work with the Lead Independent Director, if any, and the other directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
8. schedule meetings of the Board and work with committee chairs to coordinate the schedule of meetings for committees;
9. preparing or causing to be prepared agendas for meetings of the Board in consultation with any chairs of the committees of the Board and the Lead Independent Director, if any, as appropriate;
10. oversee the distribution of information to the Board in a manageable form, sufficiently in advance of each meeting;
11. preside over Board meetings and conduct the meetings in an efficient, effective and focused manner;
12. help the Board fulfill the goals it sets by assigning specific tasks to members of the Board;

13. work with the committees appointed by the Board so that they have a proper structure and appropriate assignments;
14. oversee the functions delegated to the committees and monitor each committee's work to see that these functions are carried out and results are reported to the Board;
15. oversee the appropriate communication of management strategy, plans and performance to the Board;
16. together with the Lead Independent Director, act as a liaison between the Board and management;
17. together with the Lead Independent Director, communicate with the senior officers of the Company so that they are aware of concerns of the Board, shareholders and other stakeholders of the Company;
18. chair meetings of the shareholders;
19. represent the Company to stakeholders and external groups, including, without limitation, shareholders, creditors, consumer groups, local communities where the Company operates and all levels of government;
20. serve as a spokesperson for the Company; and
21. carry out other duties as requested by the Board as needs and circumstances arise.

Dated this 25th day of March, 2026.