

CORPORATE GOVERNANCE GUIDELINES

INTRODUCTION

The board of directors (the “**Board**”) of Alithya Group inc. (the “**Company**”) and its management are committed to maintaining a high standard of corporate governance. The Board has responsibility for the overall stewardship of the Company and discharges such responsibility by reviewing, discussing and approving the Company’s strategic planning and organizational structure and supervising management with a view to preserving and enhancing the underlying value of the Company. Management of the business within this process and structure is the responsibility of the Chief Executive Officer and senior management.

The Board has adopted the following guidelines to assist it in its corporate governance responsibilities.

BOARD RESPONSIBILITIES

Board Mandate

The Board has responsibility for the stewardship of the Company and has adopted a formal mandate setting out the Board’s stewardship responsibilities, including the Board’s responsibilities for the appointment of management, management of the Board, strategic planning, monitoring of financial performance, financial reporting, risk management and oversight of company policies and procedures, communications and reporting and compliance.

Corporate Strategy

1. The Board believes that management is responsible for the development of long term corporate strategy, while the role of the Board is to review, question and validate, and ultimately to approve the strategies proposed by management. The Board shall review the Company’s long term strategy annually.

Succession Planning

2. The Board expects management succession planning to be an on-going activity to be periodically reviewed by the Corporate Governance, Nominating and Compensation Committee and reported on to the Board.

Board Communication with Stakeholders

3. The Board has reviewed and approved the Company’s Disclosure, Confidentiality and Insider Trading Policy and disclosure controls and procedures. The Board, or an appropriate Committee of the Board, reviews the content of the Company’s major communications to shareholders and the investing public, including quarterly and annual reports, management’s discussion and analysis, proxy circulars, the annual information form and any prospectuses that may be issued.
4. The Board believes it is a function of management to speak for the Company in its communications with the investment community, the media, customers, suppliers, employees, governments and the general public. It is understood that the Chair or other individual directors may from time to time be requested by management to assist with such communications. If

communications from stakeholders are made to the Chair or other individual directors, management will be informed and consulted to determine any appropriate response.

Corporate Governance

5. The Corporate Governance, Nominating and Compensation Committee is responsible for developing and recommending improvements to these corporate governance guidelines for implementation by the Board.

BOARD ORGANIZATION AND MEMBERSHIP

Selection of Chair of the Board

1. The Chair shall be appointed by the Board after consideration of the recommendation of the Corporate Governance, Nominating and Compensation Committee. The Board has approved and shall periodically review a position description for the Chair.

Lead Director Concept

2. The role of the lead director is normally filled by an independent non-executive Chair of the Board. At any time when the Chair is an employee of the Company or related thereto, the unrelated and non-management directors shall select an unrelated director to carry out the functions of a lead director. This person would chair regular meetings of the non-management directors and assume other responsibilities which the non-management directors as a whole have designated.

Mix of Directors

3. At all times a majority of the directors shall be independent directors within the meaning of applicable Canadian and United States securities laws and the NASDAQ corporate governance standards.
4. The Board shall annually review the report of the Corporate Governance, Nominating and Compensation Committee on its review of the independence of each of the non-management directors.

Majority Voting

5. Any nominee for director in an uncontested election with respect to whom a majority of the total votes cast by ballot at, or if a ballot vote was not conducted a majority of the votes represented by proxies validly deposited prior to, a meeting of shareholders of the Company at which directors of the Company are to be elected (an "**Election Meeting**") are "withheld" from his or her election (a "**Majority Withheld Vote**"), shall, immediately following the Election Meeting, submit his or her resignation to the Board for consideration.
6. Directors other than those who received a Majority Withheld Vote at the same Election Meeting (or if there are less than three such directors, the entire Board) shall consider and, within 90 days following the Election Meeting determine, whether or not to accept the resignation. The resignation of a director who received a Majority Withheld Vote shall be accepted absent exceptional circumstances, and is effective when accepted by the Board. A press release disclosing the directors' determination (and the reasons for rejecting the resignation, if applicable) shall be issued promptly following such determination, and a copy of such press release shall be provided to the Toronto Stock Exchange.

Principal Occupation Changes by Directors

7. A non-management director who makes a major change in principal occupation shall promptly disclose this information to the Board and submit his or her resignation to the Board for consideration. It is not intended that non-management directors who retire or whose professional positions change should necessarily leave the Board. Rather, the Board believes it is appropriate in such circumstances to conduct a review, with the assistance of the Corporate Governance, Nominating and Compensation Committee, of the continued appropriateness of Board membership under such circumstances.
8. When the CEO or any other officer ceases to be an officer, such officer, if a director, shall submit his or her resignation to the Board for consideration concurrent with ceasing to hold office with the Company. Whether that resignation is accepted shall be determined by the Board, taking into account the circumstances existing at that time.

Term Limits for Directors

9. The Board has determined that fixed term limits for directors should not be established. The Board is of the view that such a policy would have the effect of forcing directors off the Board who have developed, over a period of service, increased insight into the Company and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of some turnover in Board membership to provide on-going input of fresh ideas and views and the Corporate Governance, Nominating and Compensation Committee is mandated to annually consider recommending changes to the composition of the Board.

Retirement Age for Directors

10. Unless otherwise determined by the Board, no person shall be appointed or elected as a director once that person has reached 75 years of age.

Criteria for Board Membership; Diversity

11. The Corporate Governance, Nominating and Compensation Committee is mandated to review annually the competencies, skills and personal qualities applicable to candidates to be considered for nomination to the Board. The objective of this review shall be to maintain the composition of the Board in a way that provides, in the judgment of the Board, the best mix of skills and experience to provide for the overall stewardship of the Company.
12. The Company believes in diversity and values the benefits diversity can bring to the Board, including diversity of personal characteristics such as age, gender, geographic residence, business experience, functional expertise, stakeholder expectations and culture. The composition of the Board is intended to reflect a diverse mix of skills, experience, knowledge and backgrounds, including an appropriate number of women directors. In connection with these objectives, the Board has set a target that at least 30% of directors on the Board should be women.

Other Directorships

13. The Company recognizes that the Board can benefit when a director also serves on the board of another company, so long as such service does not conflict with the Company's interests, including those set out in the Company's corporate governance policies. A director's acceptance of additional positions as a corporate director with for profit corporations at arm's length to the Company is therefore subject to the Board's review. In general, each non-management director is expected to hold no more than four directorships with other publicly-traded company, and each director who is also an employee of the Company should not hold more than two such directorships, except for members of the Audit Committee who may not serve on the audit committees of more than two other publicly-traded companies unless the Board has first

determined that such simultaneous service would not impair the ability of the applicable director to serve on the Audit Committee.

Selection of New Director Candidates

14. The Corporate Governance, Nominating and Compensation Committee is mandated to recruit and consider candidates for director and to make recommendations to the Board. Directors are encouraged to identify potential candidates. The Chair and the Chief Executive Officer shall be consulted and have input into the process. An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Chair or the Chair's delegate.

Director Orientation and Education

15. The Corporate Governance, Nominating and Compensation Committee is mandated to oversee an orientation and education program for new directors and ongoing educational opportunities for all directors as required.

BOARD COMMITTEES AND TERMS OF REFERENCE

Board Committees

1. The Board has determined that there should be two Board Committees: (a) the Audit Committee; and (b) the Corporate Governance, Nominating and Compensation Committee. This structure may change as the Board considers from time to time which of its responsibilities can best be fulfilled through detailed review of matters in committee. Each committee shall operate according to a Board-approved written charter outlining its duties and responsibilities.
2. The responsibilities of the Audit Committee include oversight of the external auditors, the internal auditors and the monitoring of audits, review of accounting principles and practices, monitoring of internal controls, communications with others respecting financial reporting matters, monitoring of the Company's financial disclosures, finance matters and pension responsibilities.
3. The responsibilities of the Corporate Governance, Nominating and Compensation Committee include oversight with respect to Board composition and director nominations, corporate governance, business and ethical conduct, director orientation and continuing education, Board evaluations, Board operations, committee composition, Board independence and succession planning, together with the protection and compensation of directors and senior officers and administration of compensation policies.

Membership of Committees

4. The Board has determined that all members of the Audit Committee and a majority of the members of the Corporate Governance, Nominating and Compensation Committee shall be independent within the meaning of applicable Canadian and United States securities laws and the NASDAQ corporate governance standards. In addition, all members of the Audit Committee shall be financially literate and at least one member must have accounting or related financial expertise. The Board shall periodically review and approve the meaning of "financially literate" and "financial expertise".
5. After receipt of recommendations from the Corporate Governance, Nominating and Compensation Committee, the Board shall appoint the members of the committees annually, and as necessary to fill vacancies, and generally shall appoint the chair of each committee. Members of the committees shall hold office at the pleasure of the Board.

Oversight of Committee Functions

6. The purpose of Board committees is to assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board committee, the Board is ultimately responsible for matters assigned to the committee. Except as may be explicitly provided in the charter of the committee or a resolution of the Board, the role of the Board committee is to review and make recommendations to the Board with respect to the approval of matters considered by the committee.

BOARD MEETINGS AND MATERIALS

Meeting Agendas

1. The Chair and the Chief Executive Officer, in consultation with the Corporate Secretary, shall develop the agenda for each Board meeting.

Meeting Materials

2. Meeting materials shall be provided to directors before each Board meeting in sufficient time to ensure adequate opportunity exists for review. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written materials in advance.

Non-Directors at Board Meetings

3. The Board believes there is value in having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Attendance by senior management shall be determined by the Chief Executive Officer with the concurrence of the Chair. Management attendees shall be excused for any agenda items that are reserved for discussion among directors only.

Executive Sessions of Directors, Non-management Directors and Independent Directors

4. The Board has determined that an in camera meeting of the directors and an in camera meeting of the non-management directors and of the independent directors shall be held in conjunction with every regular meeting of the Board.

DIRECTOR COMPENSATION AND SHARE OWNERSHIP

Director Compensation

5. The Board has determined that the directors should be compensated in a form and amount which is appropriate and which is customary for comparative companies, having regard for such matters as time commitment, responsibility and trends in director compensation.
6. The Corporate Governance, Nominating and Compensation Committee is mandated to review the compensation of the directors on this basis annually. The Committee review shall include consideration of all forms of compensation which a director receives, directly or indirectly, including consulting contracts or charitable contributions which are made to organizations to which a director is affiliated.

Share Ownership by Directors

7. The Board has determined that it is appropriate to align the interests of the non-management directors with those of shareholders by requiring such directors to own and hold a minimum of two

times their annual cash retainer in Company shares. Such holdings are to be acquired within three years of the director's appointment and can take the form of actual shares or their equivalent. At least 50% of a directors' annual cash compensation shall be paid in deferred share units until the minimum share ownership guidelines are met. Grants of options to acquire securities of the Company to non-management directors shall be made on a non-discretionary basis as set out in the Company's option plan.

BOARD'S RELATIONSHIP WITH MANAGEMENT

Board Relationship with Management

1. The Board shall support and encourage the members of management in the performance of their duties. Management shall make appropriate use of the Board's skills before decisions are made on key issues. The Corporate Governance, Nominating and Compensation Committee shall review and assess the Board's relationship to management.

Limits to Management Authority

2. The Board has established general authority guidelines that place limits on management's approval authority depending on the nature and size of the proposed transaction. These limits anticipate that some flexibility exists within approved budgets but that transactions outside defined limits require approval by the Board or an appropriate committee.

Evaluation of the Chief Executive Officer

3. The Compensation Committee shall conduct an annual review of the performance of the Chief Executive Officer against goals and objectives which have been established by the committee and shall review, assess and recommend the compensation of the Chief Executive Officer to the Board for approval. The results of the review shall be communicated to the Chief Executive Officer by the Chair of the Board and/or the chair of the Compensation Committee.

Director Access to Management

4. All directors shall have open access to the Company's senior management for relevant information. Written communications from directors to members of management shall be copied to the Chief Executive Officer or, in the case of accounting and financial matters, the Chief Financial Officer. Individual directors are encouraged to make themselves available for consultations with management outside Board meetings in order to provide specific advice and counsel on subjects where such directors have special knowledge and experience.

DIRECTOR RESPONSIBILITIES AND PERFORMANCE

Director Responsibilities

1. Directors are expected to use their skill and experience to provide oversight to the business of the Company. Directors have a duty to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.
2. Directors are expected to attend all Board and committee meetings in person. It is acceptable, on an infrequent basis, for directors to participate in such meetings by conference call if attendance in person is not possible. A director shall notify the Chair of the Board or committee or the Corporate Secretary if the director will not be able to attend or participate in a meeting.

3. Directors are expected to review and be familiar with Board and committee materials which have been provided in sufficient time for review prior to a meeting. Directors are to advise the Board or committee Chair of matters which they believe should be added to a meeting agenda.

Outside Advisors for Individual Directors

4. The Board has determined that any director who wishes to engage a non-management advisor to assist on matters involving the responsibilities as a director at the expense of the Company should review the request with, and obtain the authorization of the Corporate Governance, Nominating and Compensation Committee.

Assessment of Board and Individual Director Performance

5. The Corporate Governance, Nominating and Compensation Committee is responsible for making an annual assessment of the overall performance and effectiveness of the Board and each committee, the Chair, each committee chair and each director and reporting on such assessments to the Board. The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement.

ETHICS AND CONFLICTS OF INTEREST

1. The Board expects directors as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Code of Business Conduct and Ethics. The Board shall not permit any waiver of any ethics policy with respect to any director or executive officer.
2. In addition to the statutory responsibilities of directors to disclose all actual or potential conflicts of interest and generally to refrain from voting on matters in which the director has a conflict of interest, the director shall recuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

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