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 Human Capital and Compensation Committee and reported on to the Board.

Communications with Stakeholders

3. The Board has approved and shall periodically review the Company's Disclosure Policy which sets forth disclosure controls and procedures for communications with stakeholders. The Company's Disclosure Committee, as well as the Board, reviews the content of the Company's material communications to shareholders and the investing public, including quarterly and annual reports and management's discussion and analysis. The Board also reviews additional disclosure documents such as the Company's proxy circulars, 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 of the Board 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 of the Board or other individual directors, management will be informed and consulted to determine any appropriate response.

Corporate Sustainability Practices

5. The Corporate Governance and Nominating Committee is responsible for reviewing at least annually the Company's approach to governance issues, including reviewing, together with the Chair of the Audit and Risk Management Committee and the Chair of the Human Capital and Compensation Committee, the Company's corporate sustainability practices and strategy, and recommending to the Board, where required, changes to the Company's Corporate Governance Guidelines or other related policies and public disclosure documents, as applicable.

BOARD ORGANIZATION AND MEMBERSHIP

Selection of Chair of the Board

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

Independance of Directors

7. 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.

8. The Board shall annually review the report of the Corporate Governance and Nominating Committee on its review of the independence of each of the non-management directors.

Majority Voting

9. 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.

10. 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

11. A non-management director who makes a major change in his or her principal occupation shall promptly disclose this information to the Board and submit, where his or her interests could be perceived as in conflict with those of the Company, 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 and Nominating Committee, of the continued appropriateness of Board membership under such circumstances.

12. 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 and Retirement for Directors

13. 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 and Nominating Committee is mandated to annually consider recommending changes to the composition of the Board.

14. 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

15. The Corporate Governance and Nominating Committee is mandated to review annually the business expertise, industry experience, diversity features and independence status and soft skills of the directors and those sought in order to maintain a diverse Board and add value to the Company.

16. The Company believes in diversity and values the benefits diversity can bring to the Board, including diversity of personal characteristics such as age, gender, ethnicity, geographic representation, business expertise, industry experience, 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 directors who self-identify as a woman, a person of a visible minority, an Indigenous person or a person with a disability. In connection with these objectives, the Board intially set a target that by the end of the fiscal year ended March 31, 2024 (i) at least 30% of directors on the Board should self-identify as women and (ii) that there should be at least one director who self-identifies as a member of a visible minority, an Indigenous person or a person with a disability. The Board's target is to maintain such minimum level of diversity and deploy efforts to increase diversity when opportunities arise.

Other Directorships, Attendance and Interlocks

17. 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 and Risk Management Committee ("**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. Furthermore, no director shall serve as a director, officer or employee of the Company's competitor. A director wishing to join any other board of directors, whether a private or public corporation, must first request permission of the Chair of the Board so that the appropriate review can be undertaken to ensure that there is no potential conflict or any other legal or business concerns.

    Each director must have a combined attendance rate of 75% or more at Board and Committee meetings held during the preceding fiscal year to stand for re-election, unless exceptional circumstances arise such as illness, death in the family or other like circumstances, failing which such director must tender a written offer to resign.

There shall be no more than two board and committee interlocks at any given time. A board interlock occurs when two of the Company's directors also serve together on the board of another public company or investment company.

Board Size and Selection of New Director Candidates

18. The Corporate Governance and Nominating Committee is mandated to annually review the size of the Board and any considerations to increase or decrease it, while aiming at maintaining a size that allows efficient functioning. When recruiting, considering candidates for director and selecting candidates to make recommendations to the Board, the Corporate Governance and Nominating Committee is guided by the following process:

    - based on the Company's current business plan, the opportunities and risks facing the Company, the nature of the Company's operating and competitive environment, and the work carried out by each of the committees of the Board, the Corporate Governance and Nominating Committee identifies, in consultation with the Chair of the Board, the expertise, competencies, skills, and knowledge that the Board as a whole and its committees require to understand the business, to adequately fulfill their mandates and enhance shareholder value;

    - the Chair of the Board, in consultation with the Corporate Governance and Nominating Committee, maintains a skills matrix that sets forth knowledge areas, types of expertise, competencies, skills, diversity criteria and geographical representation listed on one axis and individual Board members listed on the other;

    - based on the results of the most recent director performance assessment both at the Board and committee levels, voting results at the last annual meeting of shareholders, where relevant, the Corporate Governance and Nominating Committee's knowledge of the competencies, skills, personal qualities, attendance rate and availability, geographical representation, business and industry expertise, financial acumen and business judgement of the Board members and with the help of the skills matrix, the Corporate Governance and Nominating Committee identifies any improvement to be addressed in the director nomination process;

    - based on the improvements to be made as identified by the Corporate Governance and Nominating Committee, and considering Board membership requirements such as those for independence, attendance rate and availability, and giving careful consideration to set diversity targets to achieve and maintain, the Corporate Governance and Nominating Committee, in consultation with the Chair of the Board, conducts a search for the requisite new Board members;

    - once potential Board candidates have been identified, the Chair of the Board, together with the Chief Executive Officer, meets with and interviews each candidate to assess the candidate's fit with the Board and the candidate's ability to work as part of a team and advises the Corporate Governance and Nominating Committee of the results;

    - as appropriate, the Corporate Governance and Nominating Committee may rely on assessments made by the Chair of the Board and other Board members who have interviewed or who know the candidate(s);

    - based on the above process and the recommendations of the Corporate Governance and Nominating Committee, the Chair of the Board brings forth to the Board, for consideration and approval, a slate of nominees to consider for appointment as directors of the Company at the next annual meeting of shareholders.

19. Directors are encouraged to identify potential candidates and refer them to the Chair of the Corporate Governance and Nominating Committee. 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 of the Board or his or her delegate.

Director Orientation and Education

20. The Corporate Governance and Nominating 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

21. The Board has determined that there should be three Board Committees: (a) the Audit Committee; (b) the Corporate Governance and Nominating Committee, and (c) the Human Capital 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.

22. The responsibilities of the Audit Committee include oversight of the external auditor, the internal auditor, if any, 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.

23. The responsibilities of the Corporate Governance and Nominating 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, together with Board independence and succession planning.

24. The responsibilities of the Human Capital and Compensation Committee include oversight with respect to the performance evaluation and compensation of the CEO and members of the Executive Committee, the succession planning for the Company's officers, including the CEO, together with the compensation of directors and the administration of compensation policies and practices, including the Company's short-term and long-term incentive plans.

Membership of Committees

25. The Board has determined that all members of the Audit Committee and a majority of the members of each of the Corporate Governance and Nominating Committee and the Human Capital 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 also be an "audit committee financial expert" (as such terms are defined from time to time under the requirements or guidelines for audit committee service under applicable Canadian and United States securities laws and the rules of the Toronto Stock Exchange and Nasdaq). The Corporate Governance and Nominating Committee and the Board shall periodically review such requirements.

26. After receipt of recommendations from the Corporate Governance and Nominating Committee, the Board shall review the composition of its committees annually and appoint members or Chairs as necessary and to fill vacancies. Members and Chairs of the committees shall hold office at the pleasure of the Board.

Oversight of Committee Functions

27. 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 AND COMMITTEE MEETINGS AND MATERIALS

Meeting Agendas

28. The Chair of the Board and/or committee and the Chief Executive Officer, in consultation with the Corporate Secretary, shall develop the agenda for each Board and committee meeting.

Meeting Materials

29. Meeting materials shall be provided to directors before each Board and committee 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 and Committee Meetings

30. The Board believes there is value in having certain members of senior management attend Board and committee meetings 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 of the Board and the Corporate Secretary. Management attendees shall be excused for any agenda items that are reserved for discussion among directors only.

In-Camera Sessions of Directors, Non-management Directors and Independant Directors

31. 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 and committee.

DIRECTOR COMPENSATION AND SHARE OWNERSHIP

Director Compensation

32. 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.

33. The Human Capital 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, if any.

Share Ownership by Directors

34. 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 three times their annual cash retainer in Company shares. Such holdings are to be acquired within a five-year period starting at the later of (i) July 1, 2021 and (ii) the eletion of the director on the Board and can take the form of actual shares or vested equity-based awards. At least 50% of a directors' annual cash retainer shall be paid in deferred share units until the minimum share ownership guidelines are met. The full details of the policy are included in the policy titled "Share Ownership Requirement for Directors".

Loans to Directors and Officers

35. Unless as permitted by applicable legislation, including SOX requirements, and upon recommendation by the Audit and Risk Management Committee and the Chief Legal Officer and Corporate Secretary, the Board has determined that no loans to directors and officers may be made.

BOARD'S RELATIONSHIP WITH MANAGEMENT

Board Relationship with Management

36. 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 and Nominating Committee shall review and assess the Board's relationship to management.

Limits to Management Authority

37. 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

38. The Human Capital and 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 Human Capital and Compensation Committee.

Director Access to Management

39. 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

40. 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.

41. Directors may attend Board and committee meetings in person, by telephone or electronic means. 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.

42. 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

43. The Board has determined that the Board and each of its committees have the right to retain independent outside advisors to assist on matters involving their responsibilities as directors of the Company. Any director who wishes to so engage an outside advisor at the expense of the Company should review the request with, and obtain the authorization of, the Corporate Governance and Nominating Committee by sending to the committee Chair a summary of the request, an estimate of the professional fees to be engaged and the timeline foreseen for the mandate.

Assessment of Board and Individual Director Performance

44. The Corporate Governance and Nominating Committee is responsible for making an annual assessment of the overall performance and effectiveness of the Board and each committee, the Chair of the Board, 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

45. The Board expects directors as well as officers, employees and subcontractors to act ethically at all times and to acknowledge their adherence to the Company's policies, including the Company's Code of Business Conduct, at least annually. Any exception or waiver of any ethics policy, including the Company's Code of Business, for directors or executive officers may only be made by the Board, upon recommendation of the Corporate Governance and Nominating Committee, and any exception or waiver for other employees and subcontractors may only be made by the Chief Legal Officer and Corporate Secretary.

46. 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, a 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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