

MAJORITY VOTING POLICY

A nominee for election as a director who receives a greater number of votes “withheld” than votes “for”, with respect to the election of directors by shareholders, shall promptly offer to tender his resignation to the Chair of the Board following the meeting of shareholder at which the director is elected. The Governance and Corporate Responsibility Committee will consider such offer and make a recommendation to the Board to accept it unless exceptional circumstances justify otherwise.

In determining whether there are exceptional circumstances, the Board and the Governance and Corporate Responsibility Committee may, without limitation, consider: i) if acceptance of the resignation would result in the Company not being compliant with corporate or securities law requirements, applicable regulations, its articles or by-laws or a commercial agreement regarding the composition of the Board; ii) if the resigning director is a key member of an established or an active special committee of the Board which has a defined term or mandate and if accepting the resignation of such director would jeopardize the achievement of the special committee’s mandate; (iii) if the majority voting requirement was used for a purpose inconsistent with the policy objectives of the Toronto Stock Exchange’s majority voting requirements; and iv) whether the Company can put in place solutions to address the underlying cause of the votes withheld.

The Board will accept the offer of resignation unless exceptional circumstances justify otherwise and announce its decision in a press release within 90 days following the meeting of shareholders, a copy of which will be provided to the Toronto Stock Exchange. The director who offered his resignation should not be part of any committee or Board meetings at which the resignation offer is being considered.

This policy only applies to circumstances involving an uncontested election of directors. An “uncontested election of directors” means that the number of director nominees is the same as the number of directors to be elected to the Board and that no proxy material is circulated in support of one or more nominees who are not part of the candidates supported by the Board.

Subject to any restrictions imposed by law, in the case where the Board accepts the offer of resignation of a director, the Board may leave the resultant vacancy unfilled until the next annual meeting of shareholders. It may also choose to fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders. It may further decide to call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.

The Governance and Corporate Responsibility Committee will review this policy every three (3) years, or at any other moment if required, and recommend any changes to the Board for approval.