

Excerpt from the Corporate Governance Guidelines approved by the Board on July 28, 2020.

Majority Voting Policy

In an uncontested director election, each director nominee must receive a majority (50% + 1 vote) of votes “for” of the total votes cast. Accordingly, any director nominee who receives a greater number of votes “withheld” than votes “for” his or her election (a “Majority Withheld Vote”) will immediately tender his or her resignation for consideration by the Governance and Nominating Committee. (In this policy, an “uncontested election” means an election where the number of nominees for director equals the number of directors to be elected).

The Governance & Nominating Committee will review the resignation offer and, absent any exceptional circumstances as prescribed by the TSX majority voting policy requirements, recommend to the Board that such resignation be accepted. The Board shall act on the Governance & Nominating Committee’s recommendation within 90 days of the applicable shareholders’ meeting. If the resignation is not accepted because of exceptional circumstances, active steps will be taken to resolve those circumstances in the following year.

The Board will immediately disclose, via press release, its decision whether to accept the resignation offer including the reasons for rejecting it, if applicable. The director’s resignation will be effective when accepted by the Board. If the resignation is accepted, the Board may appoint a new director to fill the vacancy or reduce the size of the Board.

Any director who tenders his resignation pursuant to this policy shall not participate in any deliberations of the Governance and Nominating Committee regarding the resignation, even if the director is a member of the Committee. However, if each member of the Governance and Nominating Committee received a Majority Withheld Vote in the same election, or a sufficient number of Committee members where the Committee would no longer have a quorum, then the independent directors who received a majority of votes “for” shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

In the event that any director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, he or she will not be renominated by the Board.

The Governance and Nominating Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy.
