



Liminal  
BioSciences



## Majority Voting Policy

# Majority Voting Policy

The Board of Directors (the “**Board**”) of Liminal BioSciences Inc. (the “**Company**”) believes that each Board member should carry the confidence and support of the shareholders. This Majority Voting Policy (the “**Policy**”) shall complement the existing individual voting process. This Policy applies to current directors and future nominees for election to the Board, who are required to confirm that they will abide by this Policy.

## Uncontested Elections

This Policy is applicable solely to uncontested elections. For the purpose of this Policy, an “uncontested election” is any election of directors in which the number of nominees for election is less than or equal to the number of directors to be elected. In an uncontested election of directors of the Company, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholders’ meeting involving the election of directors.

## Majority of Withheld Votes

In any uncontested election of the Company directors, each nominee agrees that if he/she receives a majority of withheld votes (i.e. 50% + 1 vote), the conditional resignation as director of the Company attached hereto as **Appendix A** to this Majority Voting Policy shall immediately become enforceable and the Board shall accept the resignation absent the exceptional circumstances expressly described in this Policy.

## Disclosure

The Board’s (i) acceptance of the director’s resignation pursuant to this Policy or (ii) the reasons for rejecting the director’s resignation, if applicable, will be immediately disclosed via press release.

## Vacancy

Any director who tenders his/her resignation pursuant to this Policy may not continue to serve as a director and such resignation shall be effective immediately. The Board may leave the vacancy unfilled with respect to the Company's By-laws or the vacancy created by the resignation can be filled by the Board with a successor director duly qualified according to *Canada Business Corporations Act*.

## Quorum

In the exceptional circumstance where the only directors who do not receive a majority of withheld votes in the same election do not constitute a quorum for a Board meeting, all directors may participate in the determination of whether or not to accept the resignation offers, in which case however, the director(s) who tendered their resignations will not be permitted to (i) participate in any discussions, deliberations or actions by the Board of Directors with respect to his/her own resignation and (ii) participate to any Board and/or committee meetings, unless his/her presence is required to attain quorum; and such director will not be nominated for election the following year.

The conditional resignation letter attached as **Appendix A** to this Majority Voting Policy forms an integral part of this Majority Voting Policy.

## Majority Voting Policy

I hereby acknowledge having read and understood the terms of the Majority Voting Policy and hereby agree to be bound by all of its terms and conditions, and hereby expressly confirm the validity of the conditional resignation letter attached hereto as

### **Appendix A.**

NAME	
SIGNATURE	
DATE	

PLEASE RETURN this signed and dated form to the Corporate Secretary.

## APPENDIX A TO MAJORITY VOTING POLICY CONDITIONAL LETTER OF RESIGNATION

**To: Liminal BioSciences Inc.  
Board of Directors**

The undersigned, \_\_\_\_\_, hereby resigns as Director of the  
[NAME]  
Board of Directors of Liminal BioSciences Inc. conditional upon and effective immediately  
upon receipt of a majority of withheld votes (*i.e.* 50% + 1 vote) in any uncontested  
election of the Company Directors.

\_\_\_\_\_  
Name:

Date: