

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of EcoSynthetix Inc. (the “**Company**”) believes that each of its members should carry the confidence and support of its shareholders. To this end, the Board has unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. Prior to receiving the scrutineer’s report on the ballot, the Chair may announce the vote result based on the number of proxies received by the Company. At the conclusion of the meeting, the final scrutineer’s report on the ballot must be filed on www.sedar.com.

Each director should be elected by the vote of a majority of the shares represented in person or by proxy at any meeting for the election of directors. Accordingly, any director must immediately tender his or her resignation to the Board if he or she is not elected by “in favour” votes that represent at least a majority (50% +1 vote) of the votes cast with respect to his or her election (a “**Majority Withheld Vote**”), to take effect on acceptance by the Board.

The Corporate Governance and Nominating Committee of the Board (the “**Committee**”) will expeditiously consider the director’s offer to resign and make a recommendation to the Board whether to accept it. In considering whether or not to recommend that the Board accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee, including the stated reasons why shareholders withheld votes from the election of that nominee, if any, the qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, the director’s performance assessments and the Company’s other corporate governance policies. The Committee shall recommend that the Board accept the resignation absent exceptional circumstances.

The Board will promptly, and in any event within 90 days of the shareholders’ meeting, determine whether to accept the director’s resignation or not after considering the recommendation of the Committee and, in so doing, may consider the factors considered relevant by the Committee and such additional information and factors that the Board considers to be relevant. The Board shall accept the resignation absent exceptional circumstances, and the resignation will be effective when accepted by the Board. Following the decision of the Board, the Board shall promptly disclose, by way of press release, its decision whether to accept the director’s resignation, including the reasons for rejecting the resignation, if applicable. A copy of the press release shall be provided to the Toronto Stock Exchange.

This policy does not apply to a contested election of directors, that is, where the number of nominees exceeds the number of directors to be elected. Any director who tenders his or her resignation will not participate in the deliberations of the Committee or the Board.

A director who receives a Majority Withheld Vote and tenders their resignation pursuant to this policy shall not be permitted to participate in or, except as expressly permitted herein, attend any meetings of the Board or the Committee at which such resignation is being considered. If a sufficient number of the Committee members receive a Majority Withheld Vote in the same election, such that the Committee no longer has a quorum, then the independent directors shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. If the number of directors who do not receive a Majority Withheld Vote in the same election does not constitute a quorum for a Board meeting, then all directors shall be counted for the purposes of determining whether the Board has a quorum at such meeting. However, all directors who received a Majority Withheld Vote in the same election and tendered their resignations pursuant to this policy shall not participate in any consideration or determination by the Board of whether or not to accept the resignations tendered by such directors.

In the event any director fails to tender his or her resignation in accordance with this policy, the Board will not re-nominate the director. The Board is not limited in any action it may take if a director's resignation is accepted, including appointing a new director to fill the vacancy.

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

Dated: March 5, 2013, as amended March 2, 2018, May 7, 2019 and March 2, 2020.