

MAJORITY VOTING POLICY

1. On November 14, 2008, the Board of directors of the Company (the “**Board**”) adopted a “majority voting” policy, which was subsequently amended on February 26, 2015, pursuant to which if a nominee for election as a director of the Company receives “for” votes equal to fewer than a majority of the votes (50% + 1 vote) cast with respect to his or her election by shareholders, he or she must immediately tender his or her resignation to the Board following the meeting of shareholders at which the director is elected.
2. Upon receiving such resignation, the Governance, Nominating and Corporate Matters Committee will consider it and make a recommendation to the Board whether to accept it or not.
3. The Board shall accept the resignation absent exceptional circumstances and announce its decision in a press release within 90 days following the meeting of shareholders, a copy of which press release must be provided to the TSX.
4. The director who offered to tender his or her resignation should not be part of any committee or Board deliberations pertaining to the resignation offer. 5. This policy only applies in 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.
5. Subject to any corporate law restrictions, in the case where the Board accepts the offer of resignation of a director and that such director resigns, 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.