

## PIVOTREE INC.

### MAJORITY VOTING POLICY

Forms of proxy for the vote at a meeting of holders of shares of Pivotree Inc. (the "**Company**") where directors of the Company are to be elected will enable each shareholder to vote in favour of, or to withhold from voting for, each nominee on an individual basis. In an uncontested election of directors, any nominee for election as a director who does not receive a greater number of votes "for" his or her election than votes "withheld" from such election (a "**Majority Withheld Vote**") shall tender his or her resignation, as a director of the Company, to the Chair of the board of directors of the Company (the "**Board**") promptly following the meeting at which the director was elected, which will become effective upon acceptance by the applicable Board. An "uncontested election" shall mean an election where the number of nominees for election as director shall be equal to the number of directors to be elected.

The Corporate Governance and Compensation Committee of the Board (the "**CGC Committee**") shall promptly consider any resignation offer from a director who has received a Majority Withheld Vote and recommend to the Board the action to be taken with respect to such tendered resignation. The recommendation of the CGC Committee may be to accept or reject the resignation on such basis as the CGC Committee determines appropriate, provided that the CGC Committee shall recommend acceptance of the resignation if there are no exceptional circumstances present that would support rejection of the resignation. If the CGC Committee recommends rejection of the resignation, it shall include with its recommendation an indication of what it believes to be the underlying reasons for the Majority Withheld Vote in respect of the subject director.

In considering a tendered resignation and whether exceptional circumstances exist, the CGC Committee will consider all factors deemed relevant to the best interests of the Company by members of the CGC Committee, including, without limitation: (i) any stated reasons why shareholders "withheld" votes from the election of that nominee; (ii) what the CGC Committee believes to be the underlying reasons for the Majority Withheld Vote, including whether these reasons relate to the incumbent director's performance as a director, whether these reasons relate to the Company or another issuer, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares represented by votes cast and withheld from voting on the election of the subject director; (iv) such individual's past and expected future contributions to the Company; (v) the Company's corporate governance policies; (v) whether the Company would remain compliant with corporate or securities law requirements, applicable regulations, stock exchange rules or commercial agreements regarding the composition of the Board as a result of accepting the resignation; (vi) such individual is a key member of an established, active special committee that has a defined term or mandate, and accepting the resignation of such individual would jeopardize the achievement of the committee's mandate; (vii) whether majority voting was used for a purpose inconsistent with the policy objectives of the stock exchange on which the Company's shares then trade; and (viii) the overall composition of the Board (including the current mix of skills and attributes of the Board). Any individual who tenders his or her resignation pursuant to this policy and who is a member of the CGC Committee shall not participate in any meeting of the CGC Committee held to consider the resignation. However, such director shall remain active and engaged in all other CGC Committee activities, deliberations and decisions during this CGC Committee process.

If each member of the CGC Committee receives a Majority Withheld Vote in the same election, or if a sufficient number of CGC Committee members receives a Majority Withheld Vote in the same election such that the CGC Committee no longer has a quorum, then the independent directors of the Board who did not receive a

Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and make recommendations regarding them to the Board and any such committee shall comply with the provisions in this policy which are otherwise applicable to the CGC Committee; provided that if fewer than two independent directors did not receive Majority Withheld Votes in the same election, the Board shall establish a committee composed of all the independent directors to consider the resignation offers and recommend to the Board whether to accept them, and any such committee shall comply with the provisions in this policy which are otherwise applicable to the CGC Committee.

The Board shall consider and determine whether to accept or reject the CGC Committee's recommendation within 90 days following the applicable election of directors. In considering the CGC Committee's recommendation, the Board will consider the factors considered by the CGC Committee and such additional information and factors that the Board considers to be relevant. Any individual who tenders his or her resignation pursuant to this policy shall not participate in any meeting of the Board held to consider the resignation. If such individual must attend the meeting in order to satisfy quorum requirements, then he or she must not speak or otherwise participate in any part of the meeting where his or her resignation is considered or a related resolution is voted upon.

The Board shall accept the resignation of the applicable director except in situations where exceptional circumstances would warrant the applicable director continuing to serve on the Board. Following the Board's decision, the Board shall promptly disclose, via press release, its decision whether to accept the director's resignation offer and shall provide a copy of such press release to any applicable stock exchange on which the Company's shares then trade. If the Board rejects the resignation offer, the press release shall fully state the reasons for the rejection. If the resignation offer is accepted, the Board may, in accordance with the provisions of applicable law and the nomination rights, if any, of shareholders: (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Company; (ii) appoint a new director to fill the vacancy created by such resignation; (iii) reduce the size of the Board; or (iv) call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position(s).

In the event that a sufficient number of Board members receive a Majority Withheld Vote in the same election, such that the Board no longer has a quorum, then although each director receiving a Majority Withheld Vote shall not be permitted to vote in any meeting of the Board at which his or her resignation offer is considered, he or she shall be eligible to be counted for the purpose of determining whether the Board has quorum.

Subject to the immediately following paragraph, the CGC Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy.

Each director and nominee for election to the Board will be requested to agree to this policy by tendering to the Chair of the Board an advance, conditional resignation letter, to be effective only if such director becomes required to resign under this policy and the Board accepts the resignation. If a director does not tender his or her resignation in accordance with this policy, the Board will not re-nominate such director for election.

For greater certainty, this Policy does not apply to contested elections in which the number of director nominees for election is greater than the number of director positions on the Board. In contested elections, the directors will be elected by the vote of a plurality of the votes cast. The Board and the CGC

Committee may adopt such procedures as it sees fit to assist in its determinations under this policy, provided such procedures are not inconsistent with this policy.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal this policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy for the Company including, without limitation, the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.

Adopted by the board of directors of Pivotree Inc. on October 23, 2020.