



ELSE NUTRITION HOLDINGS INC.

MAJORITY VOTING POLICY

1. APPLICATION OF THIS POLICY

The Board of Directors believes that each of its members should carry the confidence and support of the shareholders. This policy applies to all current and future directors of the Company.

2. PROCEDURE REGARDING MAJORITY VOTING

- 2.1.** Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will continue to enable the shareholders to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote with respect to each nominee in accordance with the procedure set forth in the Articles of the Company and applicable laws. The Chair will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the shareholders' meeting. If the vote was by a show of hands or real-time poll, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.
- 2.2.** If, in an uncontested election of directors of the Company, any particular nominee for director receives a greater number of votes against, including votes withheld, than number of votes in favour of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law, and such nominee shall immediately tender his or her resignation to the Board of Directors following the meeting. In this policy, an "uncontested election" shall mean an election where the number of nominees for director shall be equal to the number of directors to be elected as determined by the Board of Directors.
- 2.3.** The Board of Directors shall determine whether or not to accept the resignation within 90 days following the applicable shareholders' meeting. Any director who tenders his or her resignation pursuant to this policy shall not participate in the deliberations of the Committee or the Board of Directors regarding the resignation. Save in exceptional circumstances, the resignation shall be accepted by the Board of Directors. In considering whether exceptional circumstances exist justifying the

director's continuance in office, the Board of Directors will consider the factors considered by the Committee and such additional factors and information that the Board of Directors considers to be relevant. The resignation will be effective when accepted by the Board of Directors.

- 2.4. If a resignation is accepted, the Board of Directors may leave the resulting vacancy unfilled until the next annual general meeting or it may fill the vacancy through the appointment of a new director.

3. DISCLOSURE

Following the Board of Director's decision on the resignation, the Board of Directors shall promptly disclose, via press release, its decision whether or not to accept the director's proposed resignation and a copy of such press release shall be provided to the TSX. Should the Board of Directors determine not to accept the resignation, the press release shall fully state the reasons for the decision.