

**SYLOGIST LTD.**  
**(the “Corporation”)**

**MAJORITY VOTING POLICY FOR DIRECTORS**

The board of directors of the Corporation (the “**Board**”) 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. If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee (a “**Majority Withheld Vote**”), 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.

A person elected as a director who received a Majority Withheld Vote is expected forthwith to submit his or her resignation promptly to the Board after the meeting. The Nominating and Governance Committee of the Board (the “**Nominating Committee**”) shall consider the resignation and shall recommend to the Board whether or not to accept it after reviewing the matter. In the absence of exceptional circumstances, the Board expects the Nominating Committee will recommend accepting such resignation. The Board shall act on the Nominating Committee’s recommendation within 90 days following the applicable shareholders’ meeting. Following the Board’s decision on the resignation, a press release will be issued by the Corporation disclosing the Board’s determination (and the reasons for rejecting the resignation, if applicable).

Any director who tenders his or her resignation pursuant to this Policy shall not participate in the meeting of the Nominating Committee, if he or she is a member of the Nominating Committee, to consider the decision to recommend to the Board whether his or her resignation shall be accepted. However, if each member of the Nominating Committee received a Majority Withheld Vote in the same election, or a sufficient number of Nominating Committee members received a Majority Withheld Vote such that that the Nominating Committee no longer has a quorum, then the independent directors shall appoint a committee amongst themselves to consider the resignations and recommend to the Board whether to accept them. If the only directors who did not receive a Majority Withheld Vote at the same shareholder’s meeting constitute three or fewer directors, all directors will participate in the determination on whether to accept the resignations.

If the resignation is accepted, subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual meeting. Or it may fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders. Or it may call a special meeting of shareholders at which there will be presented a management slate to fill the vacant position or positions.

Following each meeting of shareholders where directors are to be elected with respect to uncontested elections, the Corporation will forthwith issue a news release disclosing the detailed voting results for the election of each director.

This Policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected.

Adopted and approved by the Board: March 8, 2021.