



## Majority Voting Policy

### 1. INTRODUCTION

The Board of Directors (the “**Board**”) of Valeura Energy Inc. (the “**Corporation**”) has unanimously approved and 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.

This policy applies to an uncontested election of directors of the Corporation. In this policy, “uncontested election” means an election where the number of nominees for election is equal to the number of directors to be elected as set out in the applicable management proxy circular.

### 2. POLICY

Forms of proxy for the vote at a shareholders meeting where directors are to be elected will enable each shareholder to instruct the proxyholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the chairman of the meeting will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares voted in his or her favour and the number of shares withheld from voting.

In an uncontested election of directors of the Corporation, the directors shall be elected individually and not as a slate. Any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “**Majority Withheld Vote**”) shall immediately tender his or her resignation to the Chairman of the Board, to take effect upon acceptance by the Board (such resignation being referred to herein as a “**resignation offer**”). For greater certainty, a vote shall be considered as “withheld” only if the person casting the vote specifically marks the ballot that the shares are withheld from voting.

The Governance and Compensation Committee of the Board (the “**Governance Committee**”) shall promptly consider any resignation offer and is expected to recommend acceptance of the resignation offer except in situations where exceptional circumstances would warrant the applicable director to continue to serve on the Board. In considering whether or not to recommend acceptance of the resignation offer, the Governance Committee will consider all factors deemed relevant by members of the Governance Committee including, without limitation:

- the Corporation would not be compliant with corporate or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board as a result of accepting the resignation offer;

- the applicable director is a key member of an established, active special committee which has a defined term or mandate (such as a strategic review) and accepting the resignation offer would jeopardize the achievement of the special committee's mandate; or
- majority voting was used for a purpose inconsistent with the policy objectives of the majority voting requirement in Subsection 461.3 of the TSX Company Manual.

The Board shall act on the Governance Committee's recommendation within 90 days following the applicable annual meeting. In reviewing the Governance Committee's recommendation, the Board shall consider the factors considered by the Governance Committee and such additional information and factors as the Board considers to be relevant. The Board is expected to accept the recommendation of the Governance Committee and to otherwise accept the resignation offer, except in situations where exceptional circumstances would warrant the applicable director to continue to serve on the Board. Following the Board's decision on any resignation offer, the Board shall promptly disclose, via press release, its decision whether to accept the director's resignation offer including the reasons for declining or rejecting the resignation offer, if applicable. A copy of such press release must be provided to the Toronto Stock Exchange. If a resignation offer is accepted, the Board may, in accordance with the provisions of the Business Corporations Act (Alberta): (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders; (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).

Except as provided below, any director who tenders his or her resignation pursuant to this policy shall not attend or participate in the deliberations of the Governance Committee or the Board on that person's resignation offer, or any other resignation offers resulting from the same shareholders meeting. If a director who tenders his or her resignation pursuant to this policy must attend a meeting of the Board in order to satisfy quorum requirements, then such director must not participate in any part of the meeting where his or her resignation is discussed or considered, or a related resolution is voted upon.

In the event that any director who receives a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, the Board will not put forward such person as a proposed nominee for election at the next shareholders meeting at which directors are to be elected.

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