

**LYDIAN INTERNATIONAL LIMITED**  
**MAJORITY VOTING POLICY**

The board of directors (the “**Board**”) of Lydian International Limited (the “**Company**”) believes that each of its members should carry the confidence and support of the Company’s shareholders. To this end, the Board has unanimously adopted this statement of policy and nominees for election to the Board will be required to confirm that they will abide by this policy as a condition of their nomination.

In an uncontested election of directors of the Company to which this policy applies, each director should be elected by the vote of a majority of the shares represented in person or by proxy at the shareholders meeting convened for such election of directors. Accordingly, if any nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election, that director shall promptly tender his or her resignation to the chair of the Board following the meeting.

The Board shall consider any such offer of resignation and decide whether or not to accept it. Any director who has tendered his or her resignation shall not participate in any meeting of the Board or any sub-committee of the Board at which his or her resignation is considered.

The Board shall act within 90 days following the applicable shareholders meeting and announce its decision through a press release, a copy of which shall be concurrently delivered to the Toronto Stock Exchange, after considering the factors that the members of the Board consider relevant. The Board shall accept the resignation except in situations where exceptional circumstances would warrant the director continuing to serve on the Board. However, if the Board declines to accept the resignation, it should fully state the reasons for its decision in the press release. The resignation of a director will be effective when accepted by the Board.

Forms of proxy provided for use at any shareholders meeting where directors are to be elected shall enable the shareholders to vote in favour of, or to withhold from voting in respect of, each nominee separately. The results of the vote shall be filed on SEDAR.

Subject to any applicable corporate law restrictions or requirements, and memorandum of association and articles of association of the Company, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting. Alternatively, 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 nominee or nominees to fill the vacant position or positions.

In this policy, an “uncontested election” means an election of directors of the Company where the number of nominees for election as a director equals the number of directors to be elected. For greater certainty, this policy shall not apply where an election involves a proxy battle (e.g. where proxy materials are circulated, a solicitation of proxies is carried out and/or other public communications are disseminated in support of one or more nominees who are not part of the director nominees supported by the Board or public communications are disseminated against one or more nominees who are supported by the Board).

This is a policy and is subject to change from time to time by the Board. In addition, the Board

may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to shareholders of the Company or other liability whatsoever.

This policy was reviewed, confirmed and ratified by the Board on May 10, 2018.